



## SINGAPORE PRESS HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)  
Company Registration No. 198402868E

### LETTER TO SHAREHOLDERS

#### Board of Directors:

Lee Boon Yang (Chairman and Independent Director)  
Chan Heng Loon Alan (Chief Executive Officer)  
Janet Ang Guat Har (Independent Director)  
Bahren Shaari (Independent Director)  
Chong Siak Ching (Independent Director)  
Ng Ser Miang (Independent Director)  
Ng Yat Chung (Independent Director)  
Quek See Tiat (Independent Director)  
Tan Chin Hwee (Independent Director)  
Tan Yen Yen (Independent Director)  
Lucien Wong Yuen Kuai (Independent Director)

#### Registered Office:

1000 Toa Payoh North  
News Centre  
Singapore 318994

1 November 2016

To: The Shareholders of  
Singapore Press Holdings Limited

Dear Sir/Madam

#### 1. INTRODUCTION

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

- (a) the Notice of Annual General Meeting of Singapore Press Holdings Limited (the “**Company**”) dated 1 November 2016 (the “**Notice**”), accompanying the Summary Report 2016, convening the Thirty-Second Annual General Meeting of the Company to be held on 1 December 2016 (the “**2016 AGM**”);
- (b) Ordinary Resolution No. 7(ii) relating to the proposed renewal of the Share Buy Back Mandate (as defined in paragraph 2.1 below, as proposed in the Notice);
- (c) Ordinary Resolution No. 7(iii) relating to the proposed adoption of the SPH Performance Share Plan 2016 (as proposed in the Notice); and
- (d) Special Resolution No. 7(iv) 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 is to provide shareholders of the Company (“**Shareholders**”) with information relating to Ordinary Resolution Nos. 7(ii) and 7(iii) and Special Resolution No. 7(iv) 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 SHARE BUY BACK MANDATE

- 2.1 **Background.** At the Annual General Meeting of the Company held on 1 December 2015 (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 (“**Ordinary Shares**”). The rationale for, the authority and limitations on, and the financial effects of, the Share Buy Back Mandate were set out in the Letter to Shareholders dated 30 October 2015 and Ordinary Resolution No. 7(iii) 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 No. 7(iii) at the 2015 AGM and will expire on the date of the forthcoming 2016 AGM which has been convened to be held on 1 December 2016.

- 2.2 **Proposed Renewal of the Share Buy Back Mandate.** The Directors of the Company (the “**Directors**”) propose that the Share Buy Back Mandate be renewed at the 2016 AGM to authorise the Company to purchase or acquire issued Ordinary Shares. The Share Buy Back Mandate is set out in Ordinary Resolution No. 7(ii) under the heading “Special Business” in the Notice of the 2016 AGM accompanying the Summary Report 2016.

- 2.3 **Rationale.** The rationale for the Company to undertake the purchase or acquisition of its issued Ordinary Shares (“**Share Buy Back**”) is as follows:

- (a) It is a principal mission of the Directors and management to constantly increase Shareholders’ value and to improve, *inter alia*, the return on equity (“**ROE**”) of the Company and its subsidiaries (the “**Group**”). Share Buy Backs at the appropriate price level is one of the ways through which the ROE of the Group may be enhanced.
- (b) The Share Buy Back Mandate will enable the Directors to return part of the Group’s surplus funds, in excess of the financial and possible investment needs of the Group, to the Shareholders. It is an expedient, effective and cost-efficient way of returning surplus cash to Shareholders.
- (c) The Share Buy Back Mandate will give the Company greater flexibility to control, *inter alia*, the Company’s share capital structure and give Directors the ability to purchase the Ordinary Shares on the SGX-ST, where appropriate.
- (d) Repurchased Ordinary Shares which are held in treasury may be transferred for the purposes of employee share schemes implemented by the Company. The use of treasury shares in lieu of issuing new Ordinary Shares would also mitigate the dilution impact on existing Shareholders.

- 2.4 **Authority and Limits on the Share Buy Back Mandate.** The authority and limitations placed on purchases or acquisitions of Ordinary Shares under the Share Buy Back Mandate, if renewed at the 2016 AGM, are substantially the same as previously approved by Shareholders and are as follows:

### 2.4.1 Maximum Number of Ordinary Shares

Only Ordinary Shares which are issued and fully paid may be purchased or acquired by the Company. The total number of Ordinary Shares which may be purchased or acquired by the Company pursuant to the Share Buy Back Mandate is limited to that number of Ordinary Shares representing not more than 10% of the issued Ordinary Shares as at the date of the 2016 AGM at which the renewal of the Share Buy Back Mandate is approved. Any Ordinary Shares which are held as treasury shares will be disregarded for purposes of computing the 10% limit.

Based on 1,600,649,121 issued Ordinary Shares as at 3 October 2016, being the latest practicable date prior to the printing of this Letter (the “**Latest Practicable Date**”) (and disregarding 2,208,918 Ordinary Shares held in treasury as at the Latest Practicable Date) and assuming no further Ordinary Shares are issued or repurchased and held as treasury shares, on or prior to the 2016 AGM, the purchase by the Company of up to the maximum limit of 10% of its issued Ordinary Shares (excluding the 2,208,918 Ordinary Shares held in treasury) will result in the purchase or acquisition of 159,844,020 Ordinary Shares.

#### 2.4.2 **Duration of Authority**

Purchases or acquisitions of Ordinary 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 Ordinary Shares pursuant to the Share Buy Back Mandate are carried out to the full extent mandated,

whichever is the earliest.

#### 2.4.3 **Manner of Share Buy Back**

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 one or more duly licensed stock brokers appointed by the Company for the purpose; and/or
- (b) an off-market Share Buy Back (“**Off-Market Equal Access Share Buy Back**”) effected pursuant to an equal access scheme under 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 of the SGX-ST, including any amendments made thereto up to the Latest Practicable Date (the “**Listing Manual**”) and the Companies Act, as amended or modified from time to time, 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 Share Buy Back shall be made to every person who holds Ordinary Shares to purchase or acquire the same percentage of their Ordinary 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 Ordinary 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 Ordinary Shares.

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

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

#### 2.4.4 Purchase Price

The purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) to be paid for an Ordinary Share will be determined by the committee constituted for the purposes of effecting Share Buy Backs. The purchase price to be paid for the Ordinary 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 Ordinary Shares (excluding related expenses of the purchase or acquisition).

For the above purposes:

**“Average Closing Price”** means the average of the last dealt prices of an Ordinary Share for the five consecutive market days on which the Ordinary 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 rules of the SGX-ST, 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 105% of the Average Closing Price of the Ordinary Shares, excluding related expenses of the purchase or acquisition) for each Ordinary Share and the relevant terms of the equal access scheme for effecting the Off-Market Equal Access Share Buy Back.

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

2.6 **Treasury Shares.** Under the Companies Act, Ordinary 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:

##### 2.6.1 Maximum Holdings

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

##### 2.6.2 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.

### 2.6.3 Disposal and Cancellation

Where Ordinary 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.

2.7 **Funding of Share Buy Backs.** The Company may use internal sources of funds, or a combination of internal resources and external borrowings, to finance Share Buy Backs. The Directors do not propose to exercise the Share Buy Back Mandate to such an extent that the financial condition of the Group would be materially and adversely affected.

2.8 **Financial Effects.** The financial effects of a Share Buy Back on the Group and the Company will depend on, *inter alia*, whether the Ordinary Shares are purchased or acquired out of profits and/or capital of the Company, the number of Ordinary Shares purchased or acquired, the price paid for such Ordinary Shares and whether the Ordinary Shares purchased or acquired are held in treasury or cancelled. The financial effects on the audited financial information of the Group and the Company for the financial year ended 31 August 2016 are based on the assumptions set out below:

#### 2.8.1 Purchase or Acquisition out of Profits and/or Capital

Under the Companies Act, purchases or acquisitions of Ordinary 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 Ordinary 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 Ordinary Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

#### **2.8.2 Number of Ordinary Shares Purchased or Acquired**

Based on 1,600,649,121 issued Ordinary Shares as at the Latest Practicable Date (and disregarding the 2,208,918 Ordinary Shares held in treasury), and assuming no further Ordinary Shares are issued or repurchased and held as treasury shares on or prior to the 2016 AGM, the maximum number of Ordinary Shares which the Company may purchase or acquire is 159,844,020 Ordinary Shares (please refer to paragraph 2.4.1 above).

#### **2.8.3 Maximum Price Paid for Ordinary Shares Purchased or Acquired**

Assuming that the Company purchases or acquires the 159,844,020 Ordinary Shares at the maximum price of S\$4.00 for one Ordinary Share (being the price equivalent to 105% of the average last dealt prices of the Ordinary Shares for the five consecutive market days on which the Ordinary 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\$639 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 on 1 September 2015;
- (b) the Company had purchased 159,844,020 Ordinary Shares on 1 September 2015 at S\$4.00 for each Ordinary Share (being 105% of the average last dealt prices of the Ordinary Shares for the five consecutive market days on which the Ordinary Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date);
- (c) the purchase or acquisition of 159,844,020 Ordinary Shares was made equally out of profits and capital, and cancelled; and
- (d) the purchase or acquisition of 159,844,020 Ordinary Shares was made equally out of profits and capital, of which the maximum number of Ordinary Shares permitted under the Companies Act to be held in treasury are held in treasury and the balance cancelled,

the financial effects of the Share Buy Back (whether pursuant to an On-Market Share Buy Back or an Off-Market Equal Access Share Buy Back) on the audited financial information of the Group and the Company for the financial year ended 31 August 2016 would have been as follows:



## Scenario 1

**Share Buy Back of up to a maximum of 10% made equally out of profits (5%) and capital (5%) and all cancelled**

	Group		Company	
	Per Audited Financial Statements	Proforma after the Share Buy Back	Per Audited Financial Statements	Proforma after the Share Buy Back
	S\$'000	S\$'000	S\$'000	S\$'000
Shareholders' funds <sup>(a)</sup>	3,517,326	2,874,028	1,603,245	962,954
Net assets <sup>(b)</sup>	3,517,326	2,874,028	1,603,245	962,954
Current assets	886,692	391,597	1,970,133	1,329,655
Current liabilities	403,286	404,613	983,195	983,008
Total borrowings <sup>(c)</sup>	1,297,353	1,297,353	85,000	85,000
Profit attributable to Shareholders <sup>^</sup>	265,293	278,721	570,673	569,757
<b>Number of Shares ('000)</b>				
Ordinary Shares	1,600,649	1,440,805	1,600,649	1,440,805
Management Shares	16,362	16,362	16,362	16,362
Less: treasury shares	(2,209)	(2,209)	(2,209)	(2,209)
Issued and paid-up share capital (net of treasury shares)	1,614,802	1,454,958	1,614,802	1,454,958
Weighted average number of issued and paid-up shares	1,614,436	1,454,592	1,614,436	1,454,592
<b>Financial Ratios</b>				
Net assets per share	S\$2.18	S\$1.98	S\$0.99	S\$0.66
Current ratio <sup>(d)</sup> (times)	2.20	0.97	2.00	1.35
Gearing <sup>(e)</sup> (times)	0.37	0.45	0.05	0.09
Earnings per share <sup>(f)</sup>	S\$0.16	S\$0.19	S\$0.35	S\$0.39
Return on Shareholders' funds <sup>(g)</sup> (%)	7.54	9.70	n.m.	n.m.

### Notes:

For the purposes of the above calculations:

- "Shareholders' funds" means the aggregate amount of issued share capital, treasury shares, capital reserve, share-based compensation reserve, hedging reserve, fair value reserve, currency translation reserve and retained profits;
- "Net assets" as disclosed above excludes non-controlling interests;
- "Total borrowings" means the aggregate borrowings from banks, financial institutions and non-controlling shareholders;
- "Current ratio" represents the ratio of Current assets to Current liabilities;
- "Gearing" represents the ratio of Total borrowings to Shareholders' funds;
- "Earnings per share" is calculated based on Profit attributable to Shareholders and Weighted average number of issued and paid-up shares; and
- "Return on Shareholders' funds" is calculated based on Profit attributable to Shareholders and Shareholders' funds.

"n.m." means not meaningful.

<sup>^</sup> The increase in the Group's Profit attributable to Shareholders from S\$265.3 million to S\$278.7 million arises mainly from the assumed sale of certain investments at market values prevailing on 31 August 2016, net of income foregone on funds used to finance the Share Buy Back.

## Scenario 2

**Share Buy Back of up to a maximum of 10% made equally out of profits (5%) and capital (5%) and up to the maximum number permitted held in treasury and the balance cancelled**

	Group		Company	
	Per Audited Financial Statements	Proforma after the Share Buy Back	Per Audited Financial Statements	Proforma after the Share Buy Back
	S\$'000	S\$'000	S\$'000	S\$'000
Shareholders' funds <sup>(a)</sup>	3,517,326	2,874,028	1,603,245	962,954
Net assets <sup>(b)</sup>	3,517,326	2,874,028	1,603,245	962,954
Current assets	886,692	391,597	1,970,133	1,329,655
Current liabilities	403,286	404,613	983,195	983,008
Total borrowings <sup>(c)</sup>	1,297,353	1,297,353	85,000	85,000
Profit attributable to Shareholders <sup>^</sup>	265,293	278,721	570,673	569,757
<b>Number of Shares ('000)</b>				
Ordinary Shares	1,600,649	1,598,440	1,600,649	1,598,440
Management Shares	16,362	16,362	16,362	16,362
Less: treasury shares	(2,209)	(159,844)	(2,209)	(159,844)
Issued and paid-up share capital (net of treasury shares)	1,614,802	1,454,958	1,614,802	1,454,958
Weighted average number of issued and paid-up shares	1,614,436	1,454,592	1,614,436	1,454,592
<b>Financial Ratios</b>				
Net assets per share	S\$2.18	S\$1.98	S\$0.99	S\$0.66
Current ratio <sup>(d)</sup> (times)	2.20	0.97	2.00	1.35
Gearing <sup>(e)</sup> (times)	0.37	0.45	0.05	0.09
Earnings per share <sup>(f)</sup>	S\$0.16	S\$0.19	S\$0.35	S\$0.39
Return on Shareholders' funds <sup>(g)</sup> (%)	7.54	9.70	n.m.	n.m.

### Notes:

For the purposes of the above calculations:

- "Shareholders' funds" means the aggregate amount of issued share capital, treasury shares, capital reserve, share-based compensation reserve, hedging reserve, fair value reserve, currency translation reserve and retained profits;
- "Net assets" as disclosed above excludes non-controlling interests;
- "Total borrowings" means the aggregate borrowings from banks, financial institutions and non-controlling shareholders;
- "Current ratio" represents the ratio of Current assets to Current liabilities;
- "Gearing" represents the ratio of Total borrowings to Shareholders' funds;
- "Earnings per share" is calculated based on Profit attributable to Shareholders and Weighted average number of issued and paid-up shares; and
- "Return on Shareholders' funds" is calculated based on Profit attributable to Shareholders and Shareholders' funds.

"n.m." means not meaningful.

<sup>^</sup> The increase in the Group's Profit attributable to Shareholders from S\$265.3 million to S\$278.7 million arises mainly from the assumed sale of certain investments at market values prevailing on 31 August 2016, net of income foregone on funds used to finance the Share Buy Back.



**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 AUGUST 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 10% of its issued Ordinary Shares (excluding Ordinary Shares held in treasury), the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10% of its issued Ordinary Shares (excluding Ordinary Shares held in treasury). In addition, the Company may cancel all or part of the Ordinary Shares repurchased or hold all or part of the Ordinary Shares repurchased as treasury shares.

- 2.9 **Shareholding Limits.** The Newspaper and Printing Presses Act, Chapter 206 (the “**Newspaper Act**”) prohibits any person from being a substantial shareholder of a newspaper company or any person, whether alone or together with his associates (as defined in the Newspaper Act), from holding or controlling 12% of the voting shares or any person from being an indirect controller (as defined in the Newspaper Act) of a newspaper company (collectively, the “**Prescribed Limits**”), without first obtaining the approval of the Minister for Communications and Information (the “**Minister**”).

**A Share Buy Back may inadvertently cause the percentage shareholding of a Shareholder whose current shareholding in the Company is close to any of the Prescribed Limits, to exceed such limits.**

A Shareholder whose current shareholding is close to any of the Prescribed Limits and whose shareholding may exceed any such limits by reason of a Share Buy Back **is advised to seek the prior approval of the Minister** to continue to hold, on such terms as may be imposed by the Minister, the Ordinary Shares which he may hold in excess of any of the Prescribed Limits, as a consequence of a Share Buy Back.

- 2.10 **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 Ordinary Shares are set out below.

#### 2.10.1 **Obligation to make a Take-over Offer**

If, as a result of any purchase or acquisition by the Company of Ordinary 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. If such increase results in a change of effective control, or, as a result of such increase, a Shareholder or a group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code.

#### 2.10.2 **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:

- (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 Ordinary Shares by the Company are set out in Appendix 2 of the Take-over Code.

### 2.10.3 Effect of Rule 14 and Appendix 2

In general terms, the following are the effects of Rule 14 and Appendix 2 of the Take-over Code:

- (a) Unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Ordinary Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties 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.
- (b) A Shareholder who is not acting in concert with Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Ordinary Shares, the voting rights of such Shareholder in the Company 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 increases 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 information in the Company's Register of Substantial Shareholders as at the Latest Practicable Date, there are no substantial Shareholders, and no Shareholder will 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 or acquisition by the Company of the maximum limit of 10% of its issued Ordinary Shares (excluding treasury shares) as at the Latest Practicable Date.

**Shareholders are reminded that those 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 Share Buy Backs by the Company should consult the Securities Industry Council and/or their professional advisers at the earliest opportunity.**

- 2.11 **Listing Status of the Ordinary 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) in a class that is listed is at all times held by the public (as defined in the Listing Manual). As at the Latest Practicable Date, not less than 99.92% of the issued Ordinary Shares (excluding Ordinary Shares held in treasury) are held by public Shareholders. Accordingly, the Company is of the view that there is a sufficient number of Ordinary Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Ordinary Shares up to the full 10% limit pursuant to the proposed Share Buy Back Mandate without affecting the listing status of the Ordinary Shares on the SGX-ST, causing market illiquidity or affecting orderly trading.

The Company will not effect a Share Buy Back if immediately following the Share Buy Back, the continuing shareholding spread requirement prescribed by the SGX-ST which is in force at the time of the intended Share Buy Back cannot be maintained. The Directors will ensure that Share Buy Backs will not have an adverse effect on the listing status of the Ordinary Shares on the SGX-ST.

- 2.12 **Reporting Requirements.** Rule 886 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.

- 2.13 **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 Ordinary Shares pursuant to the proposed 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 on securities dealing set out in Rule 1207(19)(c) of the Listing Manual, the Company will not purchase or acquire any Ordinary Shares through On-Market Share Buy Backs or Off-Market Equal Access Share Buy Backs during 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, and during the period of one month immediately preceding the announcement of the Company’s annual results.

- 2.14 **Previous Purchases.** As at the Latest Practicable Date, the Company had, pursuant to the Share Buy Back Mandate approved by Shareholders at the 2015 AGM, purchased or acquired an aggregate of 500,000 Ordinary Shares by way of On-Market Share Buy Backs. The highest and lowest price paid was S\$3.52 and S\$3.51 per Ordinary Share respectively. The total consideration (including clearing charges, etc.) paid was S\$1,759,472.87.

### 3. THE PROPOSED ADOPTION OF THE SPH PERFORMANCE SHARE PLAN 2016

- 3.1 **Existing and Previous Share Plans.** The Company currently has in place the SPH Performance Share Plan (the “SPH PSP”). The SPH PSP was adopted at an extraordinary general meeting of the Company held on 5 December 2006. The duration of the SPH PSP is 10 years commencing on the date of adoption, that is, 10 years commencing on 5 December 2006. The SPH PSP is accordingly due to expire on 4 December 2016.

The Company proposes to adopt the new SPH Performance Share Plan 2016 (the “**SPH PSP 2016**”) to replace the existing SPH PSP. Details of the SPH PSP 2016 are set out in paragraphs 3.4 to 3.10 below. The SPH PSP will terminate following the adoption of the SPH PSP 2016 by Shareholders at the 2016 AGM.

The Company previously also had in place the Singapore Press Holdings Group (1999) Share Option Scheme (the “**SPH SOS**”), which was adopted at an extraordinary general meeting of the Company held on 16 July 1999. The SPH SOS was terminated with regards to the grant of further options on 5 December 2006 following the adoption of the SPH PSP, and the last grant of options made under the SPH SOS expired on 16 December 2015.

- 3.2 **Existing PSP Awards.** As at the Latest Practicable Date, there are outstanding awards granted under the SPH PSP (“**PSP Awards**”) in respect of up to 7,038,754 Ordinary Shares (representing approximately 0.44% of the issued Ordinary Shares (excluding treasury shares) as at the Latest Practicable Date), and an aggregate of 13,557,682 Ordinary Shares (representing approximately 0.85% of the issued Ordinary Shares (excluding treasury shares) as at the Latest Practicable Date) have been delivered upon vesting of PSP Awards granted under the SPH PSP since the commencement of the SPH PSP.

Details of existing PSP Awards outstanding and unvested as at the Latest Practicable Date are as follows:

<b>Date of PSP Award</b>	<b>Number of Ordinary Shares comprised in PSP Awards</b>	<b>Number of participants</b>
11 January 2013	Up to 219,891	178
13 January 2014	Up to 1,747,902	169
13 January 2015	Up to 2,492,467	156
13 January 2016	Up to 2,578,494	156

Save as disclosed in this Letter, and save for the prescribed performance-based, time-based and/or other conditions attached to the PSP Awards, the PSP Awards outstanding as at the Latest Practicable Date are not subject to any material conditions.

Details of existing PSP Awards granted to a Director under the SPH PSP which are outstanding and unvested as at the Latest Practicable Date are as follows:

<b>Name of Director</b>	<b>Date of PSP Award</b>	<b>Number of Ordinary Shares comprised in PSP Awards</b>
Chan Heng Loon Alan	11 January 2013	Up to 16,000
	13 January 2014	Up to 350,700
	13 January 2015	Up to 415,200
	13 January 2016	Up to 415,200

As at the Latest Practicable Date, an aggregate of 1,358,950 Ordinary Shares have been delivered to Chan Heng Loon Alan upon the vesting of PSP Awards granted under the SPH PSP since the commencement of the SPH PSP.

No PSP Awards have been granted to controlling shareholders of the Company or associates of such controlling shareholders.

3.3 **Definitions.** For the purposes of paragraphs 3.4 to 3.10 below and in relation to the SPH PSP 2016, the following expressions shall have the following meanings:

“**Adoption Date**” means the date on which the SPH PSP 2016 is adopted by the Company in general meeting;

“**Associate**” means any Associated Company Employee, or any person principally engaged by any member of the Group to perform services for the Group of a nature similar to the work undertaken by Group Employees, selected by the Committee to participate in the SPH PSP 2016;

“**Associated Company**” means a company in which at least 20% but not more than 50% of its shares are held by the Company and/or its subsidiaries, or a subsidiary of such company, and over whose management the Company has control (as defined in the Listing Manual);

“**Associated Company Employee**” means any employee of an Associated Company (including any Associated Company Executive Director) selected by the Committee to participate in the SPH PSP 2016;

“**Associated Company Executive Director**” means a director of an Associated Company who performs an executive function;

“**Auditor**” means the auditor of the Company for the time being;

“**Award**” means a contingent award of Ordinary Shares granted under the SPH PSP 2016;

“**Award Date**” means, in relation to an Award, the date on which the Award is granted pursuant to the SPH PSP 2016;

“**Award Letter**” means a letter in such form as the Committee shall approve confirming an Award granted to a Participant by the Committee;

“**Committee**” means a committee comprising Directors duly authorised and appointed by the Board of Directors of the Company to administer the SPH PSP 2016;

“**Group**” means the Company and its subsidiaries;

“**Group Employee**” means any employee of the Group (including any Group Executive Director) selected by the Committee to participate in the SPH PSP 2016;

“**Group Executive Director**” means a director of the Company and/or any of its subsidiaries, as the case may be, who performs an executive function; and

“**Participant**” means a Group Employee or an Associate who has been granted an Award.

3.4 **Rationale.** The new SPH PSP 2016 is intended to replace the existing SPH PSP (which is due to expire on 4 December 2016), and has substantially the same terms as the SPH PSP.

The SPH PSP 2016 is based on the principle of pay-for-performance and is designed to enable the Company to reward, retain and motivate employees to achieve superior performance. The SPH PSP 2016 will provide incentives to Participants to excel in their performance and encourage greater dedication and loyalty to the Company. Through the SPH PSP 2016, the Company will be able to recognise and reward past contributions and services and motivate Participants to continue to strive for the Group’s long-term prosperity. In addition, the SPH PSP 2016 aims to foster an ownership culture within the Group which aligns the interests of Group Employees with the interests of Shareholders.

Although Awards granted under the SPH PSP 2016 may be performance-based or time-based, Awards granted under the SPH PSP 2016 will be principally performance-based, incorporating an element of stretched targets for executive staff and significantly stretched targets for key senior management aimed at delivering long term shareholder value. While the Committee will have the discretion to grant time-based Awards, for example, to attract potential senior executive hires who may have to forego share options/share incentives when they join the Group, the use of time-based Awards will only be made on a case-by-case basis where business needs justify the grant of such Awards.

The SPH PSP 2016 aims to benefit Shareholders by setting pre-determined targets for senior executives and senior management which are designed to create and enhance economic value for Shareholders and incentivising and motivating such staff members to achieve those targets. The SPH PSP 2016 aims to more directly align the interests of key senior management and senior executives with the interests of Shareholders, to improve performance and achieve sustainable growth for the Company in the changing business environment, and to foster a greater ownership culture amongst key senior management and senior executives.

The SPH PSP 2016 uses methods fairly common among major local and multinational companies to incentivise and motivate employees to achieve pre-determined targets which create and enhance economic value for Shareholders. The Company believes that the SPH PSP 2016 will be an effective tool in motivating employees to work towards stretched goals.

While the SPH PSP 2016 caters principally to Group Employees, it is recognised that there are other persons who can make significant contributions to the Group through their close working relationship with the Group. Such persons include directors and employees of Associated Companies over which the Company has operational control, as well as persons who are principally engaged to perform services for the Group of a nature similar to the work undertaken by Group Employees, but who are not themselves employed by the Group.

The SPH PSP 2016 contemplates the delivery of fully paid Ordinary Shares, when and after pre-determined performance or service condition(s) is/are accomplished.

A Participant's Awards under the SPH PSP 2016 will be determined at the sole discretion of the Committee. In considering an Award to be granted to a Participant, the Committee may take into account, *inter alia*, the Participant's capability, creativity, entrepreneurship, innovativeness, scope of responsibility and skills set.

Awards granted under the SPH PSP 2016 are principally performance-based with performance targets to be set over a multi-year performance period. Performance targets set are intended to be based on medium-term corporate objectives including market competitiveness, quality of returns, business growth and productivity growth. The performance targets are stretched targets aimed at sustaining long term growth.

Under the SPH PSP 2016, Participants are encouraged to continue serving the Group beyond the achievement date of the pre-determined performance targets. The Committee has the discretion to impose a further vesting period after the performance period to encourage the Participant to continue serving the Group for a further period of time.

- 3.5 **Listing of New Ordinary Shares.** The SGX-ST has granted in-principle approval for the listing and quotation of the new Ordinary Shares to be issued pursuant to the proposed adoption of the SPH PSP 2016, subject to compliance with the SGX-ST's listing requirements and guidelines and independent Shareholders' approval being obtained for the proposed adoption of the SPH PSP 2016. The SGX-ST's in-principle approval is not to be taken as an indication of the merits of the SPH PSP 2016, the new Ordinary Shares, the Company and/or its subsidiaries.



3.6 **Summary of Rules.** The following is a summary of the principal rules of the SPH PSP 2016.

3.6.1 **Eligibility**

The following persons, unless they are also controlling shareholders (as defined in the Listing Manual) of the Company or associates (as defined in the Listing Manual) of such controlling shareholders, will be eligible to participate in the SPH PSP 2016:

- (a) Group Employees who have attained the age of 21 years and hold such rank as may be designated by the Committee from time to time and who have, as of the Award Date, been in the employment of the Group for a period of at least 12 months or such shorter period as the Committee may determine (unless such period of employment is waived by the Committee at its sole discretion); and
- (b) Associates who have attained the age of 21 years selected by the Committee to participate in the SPH PSP 2016 in recognition of their services to the Group.

Non-executive directors of the Group will not be eligible to participate in the SPH PSP 2016.

3.6.2 **Awards**

Awards represent the right of a Participant to receive fully paid Ordinary Shares, their equivalent cash value or combinations thereof, free of charge, provided that certain prescribed performance targets (if any) are met and/or upon expiry of the prescribed vesting periods (where applicable).

An Award or released Award shall be personal to the Participant to whom it is granted and, prior to the allotment and/or transfer to the Participant of the Ordinary Shares to which the released Award relates, shall not be transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, except with the prior approval of the Committee.

3.6.3 **Participants**

The selection of a Participant and the number of Ordinary Shares which are the subject of each Award to be granted to a Participant in accordance with the SPH PSP 2016 shall be determined at the absolute discretion of the Committee, which shall take into account criteria such as his rank, job performance, years of service and potential for future development, his contribution to the success and development of the Group and, if applicable, the extent of effort and resourcefulness required to achieve the performance condition(s) within the performance period.

3.6.4 **Details of Awards**

The Committee shall decide, in relation to each Award to be granted to a Participant:

- (a) the Award Date;
- (b) the number of Ordinary Shares which are the subject of the Award;
- (c) the performance condition(s) and relevant performance period, if any;
- (d) the extent to which Ordinary Shares which are the subject of that Award shall be released on the performance condition(s) being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be, at the end of the performance period;
- (e) the vesting period(s), if any;



- (f) the release schedule, if any, setting out the extent to which Ordinary Shares, which are the subject of that Award, shall be released at the end of each prescribed vesting period; and
- (g) any other condition which the Committee may determine in relation to that Award.

### 3.6.5 Timing

While the Committee has the discretion to grant Awards at any time in the year, it is anticipated that Awards would in general be made once a year. An Award Letter confirming the Award and specifying, *inter alia*, the number of Ordinary Shares which are the subject of the Award, the prescribed performance condition(s) (if any), the performance period (if any) during which the prescribed performance condition(s) is/are to be attained or fulfilled and the extent to which the Ordinary Shares will be released on satisfaction of the prescribed performance condition(s), the vesting period(s) (if any) and the release schedule (if any) will be sent to each Participant as soon as is reasonably practicable after the making of an Award.

### 3.6.6 Events Prior to Vesting

Special provisions for the vesting and lapsing of Awards apply in certain circumstances including the following:

- (a) the Participant (being a Group Employee or an Associated Company Employee) ceasing to be in the employment of the relevant member of the Group or (as the case may be) the relevant Associated Company for any reason whatsoever (other than as specified in paragraph (e) below);
- (b) the misconduct on the part of a Participant as determined by the Committee in its discretion;
- (c) an order being made or a resolution passed for the winding-up of the Company on the basis, or by reason, of its insolvency;
- (d) the bankruptcy of a Participant or the happening of any other event which results in his being deprived of the legal or beneficial ownership of the Award;
- (e) the Participant (being a Group Employee or an Associated Company Employee) ceasing to be in the employment of the relevant member of the Group or (as the case may be) the relevant Associated Company by reason of:
  - (i) retirement, or ill health, injury or disability (in each case, evidenced to the satisfaction of the Committee) or death, or redundancy, or any other reason approved in writing by the Committee;
  - (ii) the company by which he is employed ceasing to be a company within the Group or an Associated Company (as the case may be) or the undertaking or part of the undertaking of such company being transferred otherwise than to another company within the Group or to an Associated Company (as the case may be);
  - (iii) (where applicable) his transfer of employment between members of the Group or from the Group to an Associated Company or *vice versa* or from an Associated Company to another Associated Company; or
  - (iv) any other event approved by the Committee;
- (f) the Participant (being an Associate other than an Associated Company Employee) ceasing to be an Associate for any reason whatsoever;

- (g) any other event approved by the Committee; or
- (h) a take-over, reconstruction or amalgamation of the Company or an order being made or a resolution passed for the winding-up of the Company (other than as provided in paragraph (c) above or for reconstruction or amalgamation).

Upon the occurrence of any of the events specified in paragraphs (a), (b) and (c) above, an Award then held by a Participant shall, as provided in the rules of the SPH PSP 2016 and to the extent not yet released, immediately lapse without any claim whatsoever against the Company.

Upon the occurrence of any of the events specified in paragraphs (d), (e), (f) and (g) above, the Committee may, in its absolute discretion, determine whether an Award then held by such Participant, to the extent not yet released, shall lapse or that all or any part of such Award shall be preserved. If the Committee determines that an Award shall lapse, then such Award shall lapse without any claim whatsoever against the Company. If the Committee determines that all or any part of an Award shall be preserved, the Committee shall decide as soon as reasonably practicable following such event either to vest some or all of the Ordinary Shares which are the subject of the Award or to preserve all or part of any Award until the end of the relevant performance period (if any) and/or each vesting period (if any) and subject to the provisions of the SPH PSP 2016. In exercising its discretion, the Committee will have regard to all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant and, in the case of a performance-related Award, the extent to which the applicable performance condition(s) has/have been satisfied.

Upon the occurrence of any of the events specified in paragraph (h) above, the Committee will consider, at its discretion, whether or not to release any Award, and will take into account all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant. If the Committee decides to release any Award, then in determining the number of Ordinary Shares to be vested in respect of such Award, the Committee will (if applicable) have regard to the proportion of the vesting period(s) which has elapsed and (if applicable) the extent to which the applicable performance condition(s) has/have been satisfied.

### 3.6.7 Size and Duration

The total number of Ordinary Shares which may be delivered pursuant to Awards granted under the SPH PSP 2016 (whether in the form of Ordinary Shares or in the form of cash in lieu of Ordinary Shares) shall not exceed 5% of the total number of issued Ordinary Shares (excluding Ordinary Shares held as treasury shares) from time to time.

The maximum limit of 5% will provide for sufficient Ordinary Shares to support the use of Awards in the Company's overall long-term incentive and compensation strategy. In addition, it will provide the Company with the means and flexibility to grant Awards as incentive tools in a meaningful and effective manner to encourage staff retention and to align Participants' interests more closely with those of Shareholders.

In addition, Ordinary Resolution No. 7(iii), being the Ordinary Resolution relating to the adoption of the SPH PSP 2016 to be proposed at the 2016 AGM, will also provide that the total number of Ordinary Shares under Awards to be granted pursuant to the SPH PSP 2016 from the 2016 AGM to the next Annual General Meeting (the "**Relevant Year**") shall not exceed 1% of the total number of issued Ordinary Shares (excluding treasury shares) from time to time (the "**Yearly Limit**"), provided that if the Yearly Limit is not fully utilised during the Relevant Year, any unutilised portion of the Yearly Limit may be carried over and used by the Directors to make grants of Awards in subsequent years for the duration of the SPH PSP 2016, subject to the overall maximum limit of 5%.

The SPH PSP 2016 shall continue in force at the discretion of the Committee, subject to a maximum period of 10 years commencing on the date on which the SPH PSP 2016 is adopted by the Company in general meeting, provided always that the SPH PSP 2016 may continue beyond the above stipulated period with the approval of Shareholders in general meeting and of any relevant authorities which may then be required.

Notwithstanding the expiry or termination of the SPH PSP 2016, any Awards made to Participants prior to such expiry or termination, whether such Awards have been released (whether fully or partially) or not, will continue to remain valid.

### 3.6.8 Operation

Subject to the prevailing legislation and the rules of the Listing Manual, the Company will have the flexibility to deliver Ordinary Shares to Participants upon vesting of their Awards by way of:

- (a) an issue of new Ordinary Shares; and/or
- (b) the delivery of existing Ordinary Shares (including treasury shares).

In determining whether to issue new Ordinary Shares or to deliver existing Ordinary Shares to Participants upon vesting of their Awards, the Company will take into account factors such as (but not limited to) the number of Ordinary Shares to be delivered, the prevailing market price of the Ordinary Shares and the cost to the Company of either issuing new Ordinary Shares or delivering existing Ordinary Shares (including treasury shares).

The financial effects of the above methods are discussed in paragraph 3.10 below. The Company has the flexibility, and if circumstances require, to approve the release of an Award, wholly or partly, in the form of cash rather than Ordinary Shares.

New Ordinary Shares allotted and issued, and existing Ordinary Shares procured by the Company for transfer, pursuant to the release of an Award shall rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Ordinary Shares, the record date for which is on or after the relevant vesting date, and shall in all other respects rank *pari passu* with other existing Ordinary Shares then in issue.

The Committee shall have the full discretion to determine whether the performance condition(s) has/have been satisfied (whether fully or partially) or exceeded and in making any such determination, the Committee shall have the right to make reference to the audited results of the Company or the Group or an Associated Company, as the case may be, to take into account such factors as the Committee may determine to be relevant, such as changes in accounting methods, taxes and extraordinary events, and further, the right to amend the performance condition(s) if the Committee decides that a changed performance target would be a fairer measure of performance.

The Committee may also, at its discretion, and in such manner as it deems fit, increase the number of Ordinary Shares which may be released pursuant to an Award in order to recognise dividends declared and paid by the Company (if any) during the applicable performance period and/or vesting period(s), as the case may be, and which would otherwise have been attributable to Ordinary Shares comprised in that Award. Such additional Ordinary Shares (if any) shall be released to the relevant Participant in such manner and at such time(s) as the Committee considers appropriate.

3.7 **Adjustments and Modifications.** The following describes the adjustment events under, and provisions relating to modifications of, the SPH PSP 2016.

3.7.1 **Adjustment Events**

If a variation in the ordinary share capital of the Company (whether by way of a capitalisation of profits or reserves or rights issue, reduction, subdivision, consolidation, distribution or otherwise) shall take place or if the Company shall make a capital distribution or a declaration of a special dividend (whether in cash or *in specie*), then the Committee may, in its sole discretion, determine whether:

- (a) the class and/or number of Ordinary Shares which are the subject of an Award to the extent not yet vested; and/or
- (b) the class and/or number of Ordinary Shares in respect of which future Awards may be granted under the SPH PSP 2016,

shall be adjusted and if so, the manner in which such adjustments should be made.

Unless the Committee considers an adjustment to be appropriate, the issue of securities as consideration for an acquisition or a private placement of securities, or upon the exercise of any option or conversion of any loan stock or any other securities convertible into Ordinary Shares or subscription rights of any warrants, or the cancellation of issued Ordinary Shares purchased or acquired by the Company by way of a market purchase of such Ordinary Shares undertaken by the Company on the SGX-ST during the period when a share purchase mandate granted by shareholders of the Company (including any renewal of such mandate) is in force, shall not normally be regarded as a circumstance requiring adjustment.

Any adjustment (except in relation to a capitalisation issue) must be confirmed in writing by the Auditor (acting only as experts and not as arbitrators) to be in their opinion, fair and reasonable.

The adjustment must be made in such a way that a Participant will not receive a benefit that a holder of Ordinary Shares does not receive.

3.7.2 **Modifications**

The SPH PSP 2016 may be modified and/or altered at any time and from time to time by a resolution of the Committee subject to the prior approval of the SGX-ST and such other regulatory authorities as may be necessary.

However, no modification or alteration shall adversely affect the rights attached to any Award granted prior to such modification or alteration except with the consent in writing of such number of Participants who, if their Awards were released to them on the applicable vesting dates relating to the Awards, would thereby become entitled to not less than three-quarters in number of all the Ordinary Shares which would fall to be vested upon release of all outstanding Awards on the relevant vesting dates applicable to all such outstanding Awards.

No alterations shall be made to rules of the SPH PSP 2016 which relate to matters contained in Rules 844 to 849 and Rules 853 to 854 of the Listing Manual to the advantage of the holders of the Awards except with the prior approval of Shareholders in general meeting.

3.8 **Disclosures in Annual Report.** The Company will make such disclosures or appropriate negative statements (as applicable) in its annual report for so long as the SPH PSP 2016 continues in operation as from time to time required by the Listing Manual including the following (where applicable):

- (a) the names of the members of the Committee administering the SPH PSP 2016;
- (b) in respect of the following Participants of the SPH PSP 2016:
  - (i) Directors of the Company; and
  - (ii) Participants (other than those in paragraph (i) above) who have received Ordinary Shares pursuant to the release of Awards granted under the SPH PSP 2016 which, in aggregate, represent 5% or more of the total number of Ordinary Shares available under the SPH PSP 2016,

the following information:

- (aa) the name of the Participant;
- (bb) the following particulars relating to Ordinary Shares delivered pursuant to Awards released under the SPH PSP 2016:
  - (i) the number of new Ordinary Shares issued to such Participant during the financial year under review; and
  - (ii) the number of existing Ordinary Shares transferred to such Participant during the financial year under review; and
- (c) in relation to the SPH PSP 2016, the following particulars:
  - (i) the aggregate number of Ordinary Shares comprised in Awards granted under the SPH PSP 2016 since the commencement of the SPH PSP 2016 to the end of the financial year under review;
  - (ii) the aggregate number of Ordinary Shares comprised in Awards which have been released under the SPH PSP 2016 during the financial year under review and in respect thereof, the proportion of:
    - (1) new Ordinary Shares issued; and
    - (2) existing Ordinary Shares transferred and, where existing Ordinary Shares were purchased for delivery, the range of prices at which such Ordinary Shares have been purchased,upon the release of Awards granted under the SPH PSP 2016; and
  - (iii) the aggregate number of Ordinary Shares comprised in Awards granted under the SPH PSP 2016 which have not been released, as at the end of the financial year under review.

3.9 **Role and Composition of the Committee.** The Remuneration Committee, whose function is to assist the Board of Directors in reviewing remuneration and human resource matters in the Company as set out in their terms of reference, will be designated as the Committee responsible for the administration of the SPH PSP 2016, and will comprise Directors to administer the SPH PSP 2016.

In compliance with the requirements of the Listing Manual, a Participant of the SPH PSP 2016 who is a member of the Remuneration Committee shall not be involved in its deliberations in respect of Awards to be granted to or held by that member of the Remuneration Committee.

- 3.10 **Financial Effects.** Financial Reporting Standard 102, Share-based payment (“**FRS 102**”) applies to the financial statements of the Company and the Group. Participants may receive Ordinary Shares or their equivalent cash value, or combinations thereof. In the event that the Participants receive Ordinary Shares, the Awards would be accounted for as equity-settled share-based transactions, as described in the following paragraphs.

The fair value of employee services received in exchange for the grant of the Awards would be recognised as a charge to the income statement over the period between the grant date and the vesting date of an Award. The total amount of the charge over the vesting period is determined by reference to the fair value of each Award granted at the grant date and the number of Ordinary Shares vested at the vesting date, with a corresponding credit to the reserve account. Before the end of the vesting period, at each reporting date, the estimate of the number of Awards that are expected to vest by the vesting date is revised, and the impact of the revised estimate is recognised in the income statement with a corresponding adjustment to the reserve account. After the vesting date, no adjustment to the charge to the income statement is made.

The amount charged to the income statement would be the same whether the Company settles the Awards using new Ordinary Shares or existing Ordinary Shares. The amount charged to the income statement also depends on whether or not the performance target attached to an Award is a “market condition”, that is, a condition which is related to the market price of the Ordinary Shares. If the performance target is a market condition, the probability of the performance target being met is taken into account in estimating the fair value of the Ordinary Shares granted at the grant date, and no adjustments to the amounts charged to income statement is made if the market condition is not met. On the other hand, if the performance target is not a market condition, the probability of the target being met is not taken into account in estimating the fair value of the Ordinary Shares granted at the grant date. Instead, it is subsequently considered at each reporting date in assessing whether the Awards would vest. Thus, where the vesting conditions do not include a market condition, there would be no charge to the income statement (on a cumulative basis) if the Awards do not ultimately vest.

The following sets out the financial effects of the SPH PSP 2016.

#### 3.10.1 **Share Capital**

The SPH PSP 2016 will result in an increase in the Company’s issued ordinary share capital only if new Ordinary Shares are issued to Participants. The number of new Ordinary Shares issued will depend on, *inter alia*, the size of the Awards granted under the SPH PSP 2016. In any case, the SPH PSP 2016 provides that the aggregate number of new Ordinary Shares to be issued, existing Ordinary Shares to be delivered and Ordinary Shares to be released in the form of cash in lieu of Ordinary Shares pursuant to Awards granted under the SPH PSP 2016 will be subject to a maximum limit of 5% of the Company’s issued Ordinary Shares (excluding treasury shares) from time to time. If, instead of issuing new Ordinary Shares to Participants, existing Ordinary Shares are purchased for delivery to Participants on vesting, the SPH PSP 2016 will have no impact on the Company’s ordinary share capital.

#### 3.10.2 **NTA**

As described below in the paragraph on earnings per share (“**EPS**”), the SPH PSP 2016 is likely to result in a charge to the income statement over the period from the grant date to the vesting date of the Awards. The amount of the charge will be computed in accordance with FRS 102. If new Ordinary Shares are issued under the SPH PSP 2016, there would be no effect on the net tangible assets (“**NTA**”). However, if instead of issuing new Ordinary Shares to Participants, existing Ordinary Shares are purchased for delivery to Participants or the Company pays the equivalent cash value, the NTA would be impacted by the cost of the Ordinary Shares purchased or the cash payment, respectively.

Nonetheless, it should be noted that the delivery of Ordinary Shares to Participants under the SPH PSP 2016 will generally be contingent upon the Participants meeting prescribed performance targets and conditions.



### 3.10.3 EPS

The SPH PSP 2016 is likely to result in a charge to earnings over the period from the grant date to the vesting date, computed in accordance with FRS 102.

Nonetheless, it should again be noted that the delivery of Ordinary Shares to Participants under the SPH PSP 2016 will generally be contingent upon the Participants meeting prescribed performance targets and conditions.

### 3.10.4 Dilutive Impact

It is expected that the dilutive impact of the SPH PSP 2016 on the NTA per Ordinary Share and EPS will not be significant.

Under the existing SPH PSP, the maximum number of new Ordinary Shares which may be delivered under the SPH PSP and the SPH SOS is 10% of the Company's issued Ordinary Shares from time to time. Under the new SPH PSP 2016, the aggregate number of new Ordinary Shares to be issued, existing Ordinary Shares to be delivered and Ordinary Shares released in the form of cash in lieu of Ordinary Shares will be subject to a reduced maximum limit of 5% of the Company's issued Ordinary Shares (excluding treasury shares) from time to time.

## 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:

#### 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 member, his physical address for the service or delivery of notices or documents personally or by post, except where otherwise expressly provided;



- (ii) revised definitions of “writing” and “written” to make it clear that these expressions include 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;
  - (iii) a new provision stating that the expressions “Depositor”, “Depository”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively 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;
  - (iv) 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; and
  - (v) 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 13(2).** Article 13(2) is a new provision which provides that new shares may be issued for no consideration (subject to the provisions of the Newspaper Act). 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 22 (Article 18 of Existing Constitution).** Article 22, 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 27 (Article 23 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 27, 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 27 also additionally clarifies that the facsimile signatures on certificates may be reproduced by mechanical and, additionally, electronic, or other means provided the method or system of reproducing signatures has first been approved by the Directors (previously the Auditor), and further that no share certificate shall be issued representing shares of more than one class.
  - (e) **Article 64 (Article 61 of Existing Constitution).** Article 64, 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 (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 (in line with new section 74A of the Companies Act, which sets out the procedure for such conversions), provided that there shall be no conversion of any class of shares to management shares without the written approval of the Minister and subject to such terms and conditions as the Minister may impose.
- (f) **Article 74 (Article 71 of Existing Constitution).** Article 74, which relates to the routine business that is transacted at an annual general meeting, has been revised to update the references to “balance sheet” and “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 82(3) (Article 78(2) of Existing Constitution).** Article 82(3), 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 87, 93 and 95(1) (Articles 84, 90 and 92 of Existing Constitution).** These Articles, which relate to the voting rights of members 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 93(1) provides that save as otherwise provided in the Companies Act, 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, and 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 must be specified in the form of proxy. This is in line with new section 181(1C) of the Companies Act;
  - (ii) Article 93(3) 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 entered against his name in the Depository Register as at 72 (previously 48) hours before the time of the relevant general meeting. Consequential changes have also been made in Articles 87(1) and 93(3) 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 as at 72 (previously 48) hours before the time of the relevant general meeting. This is in line with new section 81SJ(4) of the SFA;
  - (iii) Article 87(1) provides that in the case of a member 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 in Article 95(1). This is in line with section 178(1)(c) of the Companies Act, as amended pursuant to the Amendment Act.

- (i) **Article 118 (Article 113 of Existing Constitution).** Article 118, 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.

As a general update, Article 118 further provides that the retirement of a Director shall not have effect until the conclusion of the meeting, except where a resolution is passed to elect some other person in his place, or a resolution for his re-election is lost, and accordingly a retiring Director who is re-elected will continue in office without a break.

- (j) **Article 120 (Article 115 of Existing Constitution).** Article 120, which relates to the Directors' power to appoint any person to be a Director to fill a casual vacancy or as an additional Director, has been expanded to provide that the Company may also do so by ordinary resolution. This is in line with new section 149B of the Companies Act, which provides that unless the constitution otherwise provides, a company may appoint a director by ordinary resolution passed at a general meeting.

- (k) **Article 130 (Article 126 of Existing Constitution).** Article 130, 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 under the direction or supervision of, the Directors, who may exercise all such powers of the Company as are not by the constitution or by the Companies Act required to be exercised by the Company in general meeting. This is in line with section 157A of the Companies Act, as amended pursuant to the Amendment Act.

As a general update, Article 130 further provides that these general powers are not limited or restricted by any special authority or power given to the Directors by any other Article.

- (l) **Articles 138, 161 and 162 (Articles 135, 158, 159 and 160 of Existing Constitution).** Article 162, which relates to the sending of the Company's financial statements and related documents to members, additionally provides that such documents may, subject to the listing rules of any stock exchange upon which shares in the Company may be listed, 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 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 138, 161 and 162 with references, or additional references, to "financial statements" and Directors' "statements", as appropriate, for consistency with the updated terminology in the Companies Act.

Article 160 of the Existing Constitution which requires four copies of the above documents to be forwarded to any stock exchange upon which shares in the Company may be listed has been removed in the New Constitution as the number of copies of such documents to be forwarded to the SGX-ST is not required to be stated in the constitution.

- (m) **Article 157 (Article 154 of Existing Constitution).** Article 157, which relates to the Directors' obligations to keep statutory registers under the Companies Act, has been updated to remove the reference to the Register of Directors and Secretaries as, under section 173 of the Companies Act (as amended pursuant to the Amendment Act), this Register is now to be kept by the Registrar of Companies.
- (n) **Article 158 (Article 155 of Existing Constitution).** Article 158, which relates to the keeping of Company records, has been updated to provide that such records may be kept either in hard copy or electronic form. This is in line with new sections 395 and 396 of the Companies Act.
- (o) **Article 167 (Article 164A of Existing Constitution).** Article 167, which relates to the service of notices to members 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 167) to facilitate these regimes, while Shareholders who are not supportive of the new regimes may vote against it.

In particular:

- (i) Article 167(1) provides that notices and documents may be sent to members using electronic communications either to a member's current address (which may be an email address) or by making it available on a website;

- (ii) Article 167(2) provides that for these purposes, a member 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 167(3) provides that notwithstanding sub-paragraph (ii) above, the Directors may decide to give members an opportunity to elect to opt out of receiving such notice or document by way of electronic communications, and a member 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 167(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 167(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 members personally or by post, and/or (2) sending such separate notice to members' 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 any stock exchange upon which shares in the Company may be listed.

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.

- (p) **Article 176 (Article 173 of Existing Constitution).** Article 176, 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 and 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 included in the New Constitution, or 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 13(1)**. Article 13(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 18 (Article 14 of Existing Constitution)**. Article 18, which relates to the variation of rights attached to shares, additionally clarifies that preference capital, other than redeemable preference capital, may be repaid with the sanction of a special resolution passed at a separate general meeting of the holders of shares of the class. This additional clarification is in line with paragraph (5) of Appendix 2.2 of the Listing Manual.

- (c) **Article 24(1) (Article 20(1) of Existing Constitution).** Article 24(1), which provides that the Company is not bound to register more than three persons as the joint registered holders of any share, states that this excludes the case of executors or administrators or, additionally, trustees, of the estate of a deceased member. This additional clarification is in line with paragraph (4)(d) of Appendix 2.2 of the Listing Manual.
- (d) **Article 36 (Article 34 of Existing Constitution).** Article 36, which relates to the requirement for Directors to serve a notice in writing stating the facts which are considered to justify a refusal to register a transfer of shares to the applicant, provides that such notice must be served within ten market days (previously within one month) after the date on which the application for a transfer of shares was made. This is in line with Rule 733 of the Listing Manual.
- (e) **Article 57 (Article 53 of Existing Constitution).** Article 57, which relates to the Company's lien on shares and dividends, has been updated to clarify that such lien shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid. This clarification is in line with paragraph (3)(a) of Appendix 2.2 of the Listing Manual. Article 57 also additionally provides 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 57.
- (f) **Article 62(1) (Article 59(1) of Existing Constitution).** Article 62(1), which relates to the offer of new Ordinary Shares to members, makes it clear (*inter alia*) that, except as permitted under the listing rules of any stock exchange upon which shares in the Company may be listed, all new Ordinary Shares shall, before issue, be offered to members in proportion to their existing holdings of Ordinary Shares. This is in line with paragraph (1)(f) of Appendix 2.2 of the Listing Manual.
- (g) **Article 72(1) (Article 69(1) of Existing Constitution).** Article 72(1), which relates to notices of general meetings, has been updated to provide specifically that any general meeting at which it is proposed to pass a Special Resolution shall be called by at least 21 days' notice in writing. This is in line with paragraph (7) of Appendix 2.2 of the Listing Manual.
- (h) **Articles 82, 83, 85 and 86 (Articles 78, 79, 81, 82 and 83 of Existing Constitution).** Article 82, 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 any stock exchange upon which shares in the Company may be listed, all resolutions at general meetings (in addition to resolutions on the appointment or dismissal of a Director or any member of the staff of the Company, which must be decided on a poll under the Newspaper Act) shall be voted by poll (unless such requirement is waived by the SGX-ST). Consequential changes have been made to Articles 83, 85 and 86. Article 83 additionally provides that, if required by the listing rules of any stock exchange upon which shares in the Company may be listed, scrutineers will be appointed. These changes are in line with Rule 730A of the Listing Manual.
- (i) **Article 106 (Articles 103 and 119 of Existing Constitution).** Article 103 of the Existing Constitution currently provides, *inter alia*, that a Director is prohibited from voting in respect of any contract, arrangement or transaction in which he has an interest, but that this prohibition as to voting does not apply to any contract, arrangement or transaction by or on behalf of the Company to give to the Directors or any of them any security by way of any lawful indemnity or to any allotment of shares in or debentures of the Company to any Director. This provision has been updated in Article 106 of the New Constitution, which provides instead that a Director shall not vote in respect of any contract, arrangement or transaction or



any proposal whatsoever in which he has “any personal material interest, directly or indirectly”, and that a Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting. This update is in line with paragraph (9)(e) of Appendix 2.2 of the Listing Manual. Article 119 of the Existing Constitution, which sets out the circumstances in which a Director may be counted in the quorum present at any meeting notwithstanding his interest, has been deleted as a consequence.

- (j) **Articles 114 and 118 (Articles 109 and 113 of Existing Constitution).** Article 114, 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 118, 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.

#### 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 178 specifies, *inter alia*, the purposes for which the Company and/or its agents and service providers would collect, use and disclose personal data of members 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) **Article 14 (Article 11 of Existing Constitution).** Article 14, which relates to the power to issue shares, additionally provides that preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors.
- (b) **Articles 32(1), 98 and 114 (Articles 28(1), 95 and 109 of Existing Constitution).** These Articles have been updated to substitute the references to insanity and a person of unsound mind with references to mental disorder and a person who is 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. Article 98 further provides that a vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal, or revocation of the proxy or transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, mental disorder, revocation or transfer is received by the Company “at least one hour” before the commencement of the meeting.
- (c) **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.
- (d) **Article 56 (Article 52 of Existing Constitution).** Article 56, which relates to the liabilities of Members whose shares have been forfeited or surrendered, additionally provides that the Directors may at their absolute discretion enforce the payment of the moneys payable on such shares without any allowance for the value of the shares at the time of forfeiture or surrender.

- (e) **Article 77 (Article 74 of Existing Constitution).** Article 77, 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 77 additionally provides that at the adjourned meeting, 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”, the meeting shall be dissolved.
- (f) **New Article 81.** Article 81 is a new provision which relates to amendments of resolutions at general meetings. Article 81 provides that if an amendment is ruled out of order in good faith 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.
- (g) **Article 89 (Article 86 of Existing Constitution).** Article 89, which relates to voting by persons on behalf of members who are mentally disordered, has been updated to provide that a receiver or other person appointed by any court to exercise powers with respect to the property or affairs of any member on the ground of mental disorder may, subject to production of such evidence as the Directors may require, be permitted to vote at any general meeting or to exercise any other right conferred by membership in relation to meetings of the Company.
- (h) **Articles 95 and 96 (Articles 92 and 93 of Existing Constitution).** Article 96, which relates to the execution of proxies, has new provisions to facilitate the appointment of a proxy through electronic means online. In particular, Article 96 provides that a member 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 member’s common seal.

For the purpose of accommodating the deposit by members, and receipt by the Company, of electronic proxy instructions by members who elect to use the electronic appointment process, Article 95, which relates to the deposit of proxies, has 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.

Article 95 further provides, as an additional clarification, that the instrument of proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates, and further that an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been delivered in accordance with Article 95 shall not be required again to be delivered for the purposes of any subsequent meeting to which it relates.

- (i) **Article 99 (Article 96 of Existing Constitution).** Article 99, which relates to corporations acting by representatives at general meetings, additionally provides 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 if a person duly authorised by the corporation to act as its representative is present at the meeting.

- (j) **Article 103(1) (Article 100(1) of Existing Constitution).** Article 103(1), which relates to Directors' fees, has been updated to provide that such fees shall, unless otherwise provided by the Ordinary Resolution approving the same, be divided among the Directors in such proportions and manner as they may agree and in default equally.
- (k) **New Articles 108 and 109.** 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. The appointment of any Director to any other executive office will not automatically determine if he ceases to be a Director, unless the contract or resolution under which he holds office expressly states otherwise, in which event such determination will be without prejudice to any claim for damages for breach of any contract or service between him and the Company.
- (l) **Article 116 (Article 111 of Existing Constitution).** Article 116, 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 117 and are in addition to any Director retiring pursuant to Article 120.
- (m) **Article 121 (Article 116 of Existing Constitution).** Article 121, 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 same extent applicable as his appointor.
- (n) **Article 122 (Article 117 of Existing Constitution).** Article 122, which relates to Directors' meetings, additionally provides that any Director may waive notice of any meeting and that any such waiver may be retroactive, and contains additional provisions regulating participation in such meetings by telephone or video conference.
- (o) **Article 137(1) (Article 134(1) of Existing Constitution).** Article 137(1), which relates to the affixing of the Common Seal, has been updated to provide that every instrument to which the Seal is affixed shall be signed autographically (previously to be affixed in the presence of and signed) by two Directors, or by a Director and by the Secretary or some other person appointed by the Directors in place of the Secretary for the purpose.
- (p) **New Article 147.** Article 147 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.
- (q) **Article 155(3) (Article 152(3) of Existing Constitution).** Article 155(3), which relates to the Directors' power to issue free shares and/or to capitalise any undivided profits or other moneys 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.

- (r) **Article 166 (Article 164 of Existing Constitution).** Article 166, which relates to the service of notices personally or by post, provides that where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at (previously at the expiration of 24 hours after) the time when the cover containing the same is posted.
- (s) **New Article 175.** Article 175 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.
- (t) **Article 177 (Article 174 of Existing Constitution).** Article 177, which relates to the secrecy of certain types of information, provides that no member is 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, save as may be authorised by law or, additionally, as may be required by the listing rules of any stock exchange upon which shares in the Company may be listed.

4.4 **Appendices 1 and 2.** 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, is set out in Appendix 1 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 2 to this Letter. The proposed adoption of the New Constitution is subject to Shareholders' approval.

## 5. DIRECTORS' INTERESTS

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

Director	Direct Interest		Deemed Interest	
	No. of Ordinary Shares	%	No. of Ordinary Shares	%
Lee Boon Yang	–	–	–	–
Chan Heng Loon Alan	1,165,950	0.073	–	–
Janet Ang Guat Har	–	–	4,250	–
Bahren Shaari	–	–	–	–
Chong Siak Ching	–	–	–	–
Ng Ser Miang	–	–	–	–
Ng Yat Chung	–	–	–	–
Quek See Tiat	–	–	47,000	0.003
Tan Chin Hwee	–	–	–	–
Tan Yen Yen	–	–	–	–
Lucien Wong Yuen Kuai	–	–	–	–

The interests of the Directors in outstanding awards granted under the SPH PSP as at the Latest Practicable Date are set out below:

Director	No. of Ordinary Shares comprised in PSP Awards
Chan Heng Loon Alan	Up to 1,197,100

- 5.2 **Directors' Interests in Management Shares.** The interests of the Directors in management shares of the Company as recorded in the Register of Directors' Shareholdings as at the Latest Practicable Date are set out below:

Director	Direct Interest		Deemed Interest	
	No. of Management Shares	%	No. of Management Shares	%
Lee Boon Yang	4	–	–	–
Chan Heng Loon Alan	8	–	–	–
Janet Ang Guat Har	4	–	–	–
Bahren Shaari	4	–	–	–
Chong Siak Ching	4	–	–	–
Ng Ser Miang	4	–	–	–
Ng Yat Chung	4	–	–	–
Quek See Tiat	4	–	–	–
Tan Chin Hwee	4	–	–	–
Tan Yen Yen	4	–	–	–
Lucien Wong Yuen Kuai	4	–	–	–

## 6. DIRECTORS' RECOMMENDATIONS

- 6.1 **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. 7(ii), being the Ordinary Resolution relating to the proposed renewal of the Share Buy Back Mandate to be proposed at the 2016 AGM.
- 6.2 **Proposed Adoption of SPH PSP 2016.** The Directors (other than Chan Heng Loon Alan, who is eligible to participate, and is therefore interested, in the SPH PSP 2016, and who has accordingly refrained from making any voting recommendation to Shareholders in respect of Ordinary Resolution No. 7(iii)) are of the opinion that the proposed adoption of the SPH PSP 2016 is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Ordinary Resolution No. 7(iii), being the Ordinary Resolution relating to the proposed adoption of the SPH PSP 2016 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. 7(iv), being the Special Resolution relating to the proposed adoption of the New Constitution to be proposed at the 2016 AGM.

## **7. ABSTENTION FROM VOTING**

Any Shareholder who is eligible to participate in the SPH PSP 2016 will abstain from voting in respect of Ordinary Resolution No. 7(iii), being the Ordinary Resolution relating to the proposed adoption of the SPH PSP 2016 to be proposed at the 2016 AGM. Such Shareholder will also not accept nominations to act as proxy, corporate representative or attorney in respect of Ordinary Resolution No. 7(iii) unless the Shareholder appointing him indicates clearly how votes are to be cast in respect of Ordinary Resolution No. 7(iii).

## **8. INSPECTION OF DOCUMENTS**

The following documents are available for inspection at the registered office of the Company at 1000 Toa Payoh North, News Centre, Singapore 318994 during normal business hours from the date of this Letter up to the date of the 2016 AGM:

- (a) the Letter to Shareholders dated 30 October 2015;
- (b) the Summary Report 2016;
- (c) the proposed rules of the SPH PSP 2016;
- (d) the Existing Constitution; and
- (e) the proposed New Constitution.

## **9. DIRECTORS' 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 Press Holdings Limited

Lee Boon Yang  
Chairman

## APPENDIX 1

### 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, with the main differences blacklined.

#### 1. Article 1

21. In these ~~Articles~~this Constitution, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof:-

WORDS	MEANINGS
<del>"The Act"</del>	<u>The Companies Act, Chapter 50 or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other act for the time being in force concerning companies and affecting the Company and any reference to any provision of the Act is to that provision as so modified, amended or re-enacted or contained in any such subsequent Companies Act.</u>
"Approved Shareholder"	Any person or corporation who has received approval from the Minister, pursuant to Section 910 of the Newspaper Act, to subscribe for or purchase <del>management shares</del> <u>Management Shares</u> .
<del>"The Act"</del>	<del>The Companies Act, Chapter 50 or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other act for the time being in force concerning companies and affecting the Company and any reference to any provision of the Act is to that provision as so modified, amended or re-enacted or contained in any such subsequent Companies Act.</del>
<del>"The Articles"</del>	<del>These Articles of Association or other regulations of the Company for the time being in force.</del>
"The Company"	The abovenamed Company by whatever name from time to time called.
<del>"This Constitution"</del>	<u>This Constitution or other regulations of the Company for the time being in force.</u>
"Director"	<del>includes</del> <u>Includes</u> any person acting as a Director of the Company and includes any person duly appointed and acting for the time being as an Alternate Director.
"Directors"	The Directors for the time being of the Company or such number of them as have authority to act for the Company.
"Dividend"	<del>includes</del> <u>Includes</u> bonus.



“Management Shares”	Management shares <del>in the capital</del> of the Company.
“Member”	A <del>Member</del> <u>member</u> of the Company and shall exclude the Company where it is a member by reason of shares held by it as treasury shares.
“Minister”	<del>the</del> <u>The</u> Minister referred to in the Newspaper Act.
“Month”	Calendar <del>Month</del> <u>month</u> .
“Newspaper Act”	<del>the</del> <u>The</u> Newspaper and Printing Presses Act, (Chapter 206) <del>and any amendments thereto or re-enactments or any statutory modification, amendment or re-enactment</del> thereof for the time being in force.
“Office”	The <del>Registered Officer</del> <u>registered office</u> of the Company for the time being.
“Ordinary Shares”	Ordinary shares <del>in the capital</del> of the Company.
“Paid Up”	<del>includes</del> <u>Includes</u> credited as paid up.
“Prescribed Limits”	Shareholding limits prescribed by the Newspaper Act from time to time.
<u>“Registered address” or “Address”</u>	<u>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”	The Common Seal of the Company or in appropriate cases the Official Seal or duplicate Common Seal.
“Secretary”	The Secretary or Secretaries appointed under <del>these Article</del> <u>this Constitution</u> and shall include any person entitled to perform the duties of Secretary temporarily.
“Singapore”	The Republic of Singapore.
“Writing” and “Written”	<del>includes printing, lithography, typewriting and any other mode of representing or reproducing words in a visible form.</del> <u>Written or produced by any substitute for writing or partly one and partly another and shall include (except where otherwise expressly specified in this Constitution or the context otherwise requires, and subject to any limitations, conditions or restrictions contained in the Act) 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.</u>
“Year”	Calendar <del>Year</del> <u>year</u> .

The expressions “Depositor”, “Depository”, “Depository Agent”-; and “Depository Register” and ~~“treasury shares”~~ shall have the meanings ascribed to them respectively in the ~~Act~~Securities and Futures Act, Chapter 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~~this Constitution to “holders” of shares or a class of shares shall:-

- (ai) exclude the Depository or its nominee (as the case may be) 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; and
- (bij) 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
- (eiii) except where otherwise expressly provided in ~~these Articles~~this Constitution, exclude the Company in relation to shares held by it as treasury shares,

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

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

Words denoting the masculine gender only shall include the feminine gender.

Words denoting persons shall include corporations.

Save as aforesaid, any word or expression used in the Act and the Interpretation Act, Chapter 1 shall, if not inconsistent with the subject or context, bear the same meaning in ~~these Articles~~this Constitution.

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.

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

## **2. Article 4**

- 4. Subject to the provisions of the Act and any other written law and this Constitution, the Company has:-
  - (i) full capacity to carry on or undertake any business or activity, do any act or enter into any transaction; and
  - (ii) for these purposes, full rights, powers and privileges.

## **3. Article 13**

- 13. (1) The rights attaching to shares of a class other than Ordinary Shares shall be expressed in this Constitution.
- (2) Subject to the provisions of the Newspaper Act, the Company may issue shares for which no consideration is payable to the Company.

**4. Article 14**

~~14~~14. Subject to the Act and the Newspaper Act, no shares may be issued by the Directors without the prior approval of the Company in General Meeting but subject thereto and to Article 5962, and to any special rights attached to any shares for the time being issued, the Directors may allot and issue shares or grant options over or otherwise dispose of the same to such persons on such terms and conditions and for such consideration (if any) and at such time and subject or not to the payment of any part of the amount (if any) thereof in cash as the Directors may think fit, and any shares may be issued with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit, and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors, provided always that:-

- (i) ~~no management shares~~Management Shares shall be issued except to Approved Shareholders;
- (ii) (subject to any approval required from the Minister and 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 5962(1) with such adaptations as are necessary shall apply; and
- (iii) any other issue of shares, the aggregate of which would exceed the limits referred to in Article 5962(2), shall be subject to the approval of the Company in General Meeting.

**5. Article 18**

~~18~~18. If at any time the share capital is divided into different classes, subject to the provisions of the Act, preference capital, other than redeemable preference capital, may be repaid, and the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, whether or not the Company is being wound up, be varied or abrogated, with the sanction of a Special Resolution passed at a separate General Meeting of the holders of shares of the class (but not otherwise) and may be so repaid, varied or abrogated whether or not the Company is being wound up, and to every such Special Resolution the provisions of Section 184 of the Act shall, with such adaptations as are necessary, apply. 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 or by attorney 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 or by attorney may demand a poll. Provided always that where the necessary majority of such a Special Resolution is not obtained at the Meeting, consent in writing if obtained from the holders of three-fourths of the issued shares of the class concerned within two months of the Meeting shall be as valid and effectual as a Special Resolution carried at the Meeting.

**6. Article 22**

~~22~~22. If any shares of the Company 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 long period, the Company may, subject to the conditions and restrictions mentioned in the Act, pay interest on so much of the share capital (except treasury shares) as is for the time being paid up and may charge the same to capital as part of the cost of the construction or provision.

**7. Article 24(1)**

~~2024.~~ (1) The Company shall not be bound to register more than three persons as the joint registered holders of any share except in the case of executors or administrators (or trustees) of the estate of a deceased Member.

**8. Article 27**

~~2327.~~ The certificate of title to shares or debentures ~~in the capital~~ of the Company shall be issued under the Seal in such form as the Directors shall from time to time prescribe and may bear the autographic or facsimile signatures of at least two Directors, or ~~by one~~ Director and the Secretary or some other person appointed by the Directors in place of the Secretary for the purpose. Every such certificate shall specify the number and class of shares or, as the case may be, debentures to which it relates and, in the case of shares, whether the shares are fully or partly paid up and the amounts paid and amount (if any) unpaid thereon. The facsimile signatures may be reproduced by mechanical, electronic or other means provided the method or system of reproducing signatures has first been approved by the ~~Auditors of the Company~~ Directors. No share certificate shall be issued representing shares of more than one class.

**9. Article 32(1)**

~~2832.~~ (1) No share shall in any circumstances be transferred to any infant, bankrupt or person ~~of unsound mind~~ who is mentally disordered and incapable of managing himself or his affairs.

**10. Article 36**

~~3436.~~ In the event of the Directors refusing to register a transfer of shares, they shall within ~~one month beginning with the day~~ ten market days after the date on which the application for a transfer of shares was made, serve a notice in writing to the applicant stating the facts which are considered to justify the refusal as required by the Act and a notice of refusal as required by the Act. "Market day" shall have the meaning ascribed to it in Article 28.

**11. 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:-

(i) 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;

(ii) 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

(iii) references herein to the destruction of any document include references to the disposal thereof in any manner.

**12. Article 56**

5256. A Member whose shares have been forfeited or surrendered shall cease to be a Member in respect of the shares, but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were payable by him to the Company in respect of the shares with interest thereon at twelve per cent. per annum (or such lower rate as the Directors may approve) from the date of forfeiture or surrender until payment, but such liability shall cease if and when the Company receives payment in full of all such money in respect of the shares and the Directors may waive payment of such interest either wholly or in part. 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.

**13. Article 57**

5357. The Company shall have a first and paramount lien and charge on every share (not being a fully paid share) registered in the name of each Member (whether solely or jointly with others) and on the dividends declared or payable in respect thereof. Such lien shall be restricted to unpaid for all-calls and instalments due on any such share and interest and expenses thereon but such lien shall only be upon the specific shares in respect of which such calls or instalments moneys are due and unpaid and to such amount 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.

**14. Article 62(1)**

5962. (1) Subject to any direction to the contrary that may be given by the Company in General Meeting or except as permitted under the listing rules of any stock exchange upon which shares in the Company may be listed, all new ~~ordinary shares~~ Ordinary 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~~ General Meetings in proportion, as ~~nearly~~ far as the circumstances admit, to the number of the existing ~~ordinary shares~~ Ordinary Shares to which they are entitled. The offer shall be made by notice specifying the number of ~~ordinary shares~~ Ordinary Shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the ~~ordinary shares~~ Ordinary Shares offered, the Directors may dispose of those ~~ordinary shares~~ Ordinary Shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new ~~ordinary shares~~ Ordinary Shares which (by reason of the ratio which the new ~~ordinary shares~~ Ordinary Shares bear to ~~ordinary shares~~ Ordinary Shares held by persons entitled to an offer of new ~~ordinary shares~~ Ordinary Shares) cannot, in the opinion of the Directors, be conveniently offered under this ~~regulation~~ Article.

**15. Article 64**

6464. (1) The Company may by Ordinary Resolution:-  
(i) consolidate and divide all or any of its shares;

(ii) subdivide its shares or any of them (subject, nevertheless, to the provisions of the Act), provided always that in such subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

(iii) subject to the provisions of the Act, convert its share capital or any class of shares from one currency to another currency.

(iii2) The Company may by Special Resolution, subject to the provisions of these Articles~~this Constitution~~ and in accordance with the Act, convert ~~anyone~~ another class of shares into ~~any other~~ another class of shares, provided always that there shall be no conversion of any class of shares to Management Shares without the written approval of the Minister and subject to such terms and conditions as the Minister may impose.

#### 16. Article 72(1)

~~6972.~~ (1) Subject to the provisions of the Act as to Any General Meeting at which it is proposed to pass a Special Resolutions and/or (save as provided by the Act) a resolution of which special notice has been given to the Company, shall be called by twenty-one days' notice in writing at the least and an Annual General Meeting and any other Extraordinary General Meeting by at least fourteen days' notice in writing at the least. The period of notice shall in each case be (exclusive both of the day on which the notice is served or deemed to be served and of the day for which the notice is given) of every General Meeting and shall be given in the manner hereinafter mentioned to such persons (including the ~~Auditors~~ Auditor) as are under the provisions herein contained entitled to receive notice from the Company and at least fourteen days' notice of such Meeting shall be given by advertisement in the daily press and in writing to any ~~Stock Exchange~~ stock exchange upon which shares in the Company may be listed. Provided that a General Meeting, notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed:-

(i) in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; and

(ii) in the case of an Extraordinary General Meeting by that number or majority in number of the Members having a right to attend and vote thereat as is required by the Act.

#### 17. Article 74

~~7474.~~ Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-

(i) declaring dividends;

(ii) reading, considering and adopting the ~~balance sheet~~ financial statements, the ~~reports of the Directors' statement, and the Auditor's report;~~ and other accounts and documents required to be ~~annexed~~ attached to the ~~balance sheet~~ financial statements;

(iii) appointing or re-appointing the ~~Auditor~~ Auditors and fixing the remuneration of ~~Auditor~~ the Auditor or determining the manner in which such remuneration is to be fixed; and

(iv) electing or re-electing Directors in place of those retiring by rotation or otherwise and fixing the remuneration of the Directors.



All other business to be transacted at any General Meeting of the Company shall be deemed to be special business.

**18. Article 77**

~~74~~77. 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 on the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day is a public holiday then to the next business day following that public holiday) at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting (or such longer interval as the Chairman of the Meeting may think fit to allow), the Meeting shall be dissolved.

**19. Article 81**

81. 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.

**20. Articles 82, 83, 85 and 86**

~~78~~82. (1) At any General Meeting a resolution on the appointment or dismissal of a Director or any member of the staff of the Company put to the vote of the ~~meeting~~Meeting shall be decided on a poll at which each holder of ~~management shares~~Management Shares present in person or by proxy or attorney or in the case of a corporation by a representative shall have two hundred votes for each ~~management share~~Management Share held by him.

(2) If required by the listing rules of any stock exchange upon which shares in the Company may be listed, all other resolutions at General Meetings shall be voted by poll (unless such requirement is waived by such stock exchange).

(23) Subject as otherwise provided in ~~these Articles~~this Constitution, 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:-

(i) by the Chairman; or

(ii) by at least two Members present in person or by proxy or by attorney or in the case of a corporation by a representative and entitled to vote thereat; or

(iii) by any Member or Members present in person or by proxy or by attorney or in the case of a corporation by a representative and representing not less than ~~one-tenth~~five per cent. of the total voting rights of all the Members having the right to vote at the Meeting; or

(iv) by ~~any~~ any Member or Members present in person or by proxy or by attorney or in the case of a corporation by a representative ~~holding not less than 10 per cent. of the total number of paid-up shares of the Company (excluding treasury shares) 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 five per cent. of the total sum paid up on all the shares conferring that right.~~

Provided always that no poll shall be demanded on the election of a Chairman or on a question of adjournment. Unless a poll is ~~required or so~~ demanded (and the demand is not withdrawn) a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minute book 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. A demand for a poll may be withdrawn only with the approval of the Chairman, 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.

~~7983.~~ If a poll is required or duly demanded (and the demand is not withdrawn) Where a poll is taken, it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman may direct and the result of a poll shall be deemed to be the resolution of the Meeting at which the poll was ~~demanded~~taken. The Chairman may, and if ~~so requested~~required by the listing rules of any stock exchange upon which shares in the Company may be listed 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.

~~8084.~~ ...

~~8185.~~ In the case of an equality of votes, whether on a poll or on a show of hands or on a poll, the Chairman of the Meeting at which the poll or show of hands takes place ~~or at which the poll is demanded~~ shall be entitled to a second or casting vote.

~~8286.~~ A poll ~~demanded~~ on any question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the Meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately.

## 21. Article 87

~~8487.~~ (1) Subject and without prejudice to ~~these Articles~~this Constitution and to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company and to Article ~~13A17~~, 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:-

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

(ii) on a show of hands, have one vote, (provided that:-

(a) in the case of a Member who is not a relevant intermediary and who is represented by two proxies or, in the case of a Member holding ~~management shares~~Management Shares, where such Member is represented by two or more proxies, only one of the two or (as the case may be) more proxies as determined by that Member or, failing such determination, by the Chairman of the ~~meeting~~Meeting (or by a person authorised by him) in his sole discretion shall be entitled to vote on a show of hands; and

(b) 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. For the purpose of determining the number of votes which a Member, being a Depositor, or his proxy may cast at any General Meeting on a poll, the reference to shares held or represented shall, in relation to shares of that Depositor, be the number of shares entered against his name in the Depository Register as at 4872 hours before the time of the relevant General Meeting as certified by the Depository to the Company.~~

- (2) The holders of ~~management shares~~Management Shares shall be entitled either on a poll or by a show of hands to two hundred votes for each ~~management share~~Management Share held upon any resolution relating to the appointment or dismissal of a ~~director~~Director or any member of the staff of the Company but shall in all other respects have the same voting rights as the holders of ~~ordinary shares~~Ordinary Shares.

## 22. Article 89

~~8689.~~ A Member of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorders may vote whether a show of hands or on a poll by his committee, curator bonis or such other person as properly has the management of his estate and any such committee, curator bonis or other person may vote by proxy or attorney, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight hours before the time appointed for holding the Meeting Where in Singapore or elsewhere a receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any Member on the ground (however formulated) of mental disorder, the Directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such receiver or other person on behalf of such Member to vote in person or by proxy at any General Meeting or to exercise any other right conferred by membership in relation to Meetings of the Company.

## 23. Article 93

~~9093.~~ (1) Save as otherwise provided in the Act:-

(i) Subject~~subject~~ to Article ~~9093~~93(2), a Member who is not a relevant intermediary may appoint not more than two proxies to attend, speak and vote at the same General Meeting. Where such Member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy; and

(ii) 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.~~provided that:-~~

- (2) Save as otherwise provided in the Act, a Member holding Management Shares shall be entitled to appoint more than two proxies to attend, speak and vote at the same General Meeting in respect of the Management Shares held by him. Where such Member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

- (i3) ~~if~~In any case where the Member is a Depositor, the Company shall be entitled and bound:-
  - (ai) to reject any instrument of proxy lodged if the Depositor is not shown to have any shares entered against his name in the Depository Register as at ~~48~~72 hours before the time of the relevant General Meeting as certified by the Depository to the Company; and
  - (bii) to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by the Depositor is or are able to cast on a poll a number which is the number of shares entered against the name of that Depositor in the Depository Register as at ~~48~~72 hours before the time of the relevant General Meeting as certified by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor; ~~and.~~
- (ii4) ~~the~~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.
- (2) ~~A Member holding management shares shall be entitled to appoint more than two proxies to attend and vote at the same General Meeting in respect of the management shares held by him.~~
- (3) ~~In any case where a form of proxy appoints more than one proxy the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.~~

## 24. Article 95

- ~~92~~95. (1) An instrument appointing a proxy or the power of attorney or other authority, if any:-
- (i) ~~if sent personally or by post,~~ must be left at the Office or such other place (if any) as is specified for the purpose in or by way of note to or in any document accompanying the notice convening the Meeting; or
  - (ii) ~~if submitted by electronic communication,~~ must 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.
- ~~and in either case,~~ not less than ~~forty-eight~~72 hours before the time appointed for the holding of the Meeting or adjourned Meeting (or in the case of a poll before the time appointed for the taking of the poll) at which it is to be used and in default 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 always that an instrument of proxy relating to more than one Meeting (including any adjournment thereof) having once been so delivered in accordance with this Article 95(1) 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 95(1)(ii). Where the Directors do not so specify in relation to a Member (whether of a class or otherwise), Article 95(1)(i) shall apply.

**25. Article 96**

~~9396.~~ (1) An instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may approve and:-

- (i) in the case of an individual, shall be:-
  - (a) signed by the appointor or his attorney, if the instrument is delivered personally or sent by post; or
  - (b) 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
- (ii) in the case of a corporation, shall be:-
  - (a) either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation, if the instrument is delivered personally or sent by post; or
  - (b) 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 96(1)(i)(b) and 96(1)(ii)(b), 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.

(2) The signature on, or authorisation of, such instrument need not be witnessed. Where an instrument appointing a proxy is signed or authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy pursuant to Article 9295(1) failing which the instrument may be treated as invalid.

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

- (i) approve the method and manner for an instrument appointing a proxy to be authorised; and
- (ii) designate the procedure for authenticating an instrument appointing a proxy,

as contemplated in Articles 96(1)(i)(b) and 96(1)(ii)(b) 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 96(1)(i)(a) and/or (as the case may be) Article 96(1)(ii)(a) shall apply.

**26. Article 98**

~~9598.~~ A vote given in accordance with the terms of an instrument of proxy (which for the purposes of ~~these Articles~~this Constitution shall also include a power of attorney) shall be valid notwithstanding the previous death or ~~insanity~~mental disorder of the principal or revocation of the proxy, or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation

in writing of such death, ~~insanity~~mental disorder, revocation or transfer shall have been received by the Company at the Office (or such other place as may be specified for the deposit of ~~instrument~~instruments appointing proxies) at least one hour before the commencement of the Meeting or adjourned Meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the proxy is used.

**27. Article 99**

~~96~~99. Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any Meeting of the Company or of any class of Members of the Company and the persons so authorised shall be entitled to exercise the same powers on behalf of the 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.

**28. Article 103(1)**

~~100~~103. (1) The fees of the Directors shall be determined from time to time by the Company in General ~~Meetings~~Meeting and such fees shall not be increased except pursuant to an Ordinary Resolution passed at a General Meeting where notice of the proposed increase shall have been given in the notice convening the Meeting and such. ~~Such fees shall (unless such resolution otherwise provides) be divided among the Directors in such proportions and manner as they may agree and in default of agreement equally, except that in the latter event any Director who shall hold office for part only of the period in respect of which such fee is payable shall be entitled only to rank in such division for the proportion of fee related to the period during which he has held office.~~

**29. Article 106**

~~103~~106. Other than the office of ~~Auditors~~Auditor, a Director may hold any other office or place of profit under the Company and he or any firm of which he is a member may act in a professional capacity for the Company 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 or entering into any arrangement or transaction with the Company either as vendor, purchaser or otherwise nor shall such contract, arrangement or transaction or any contract, arrangement or transaction entered into by or on behalf of the Company in which any Director shall be in any way interested 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, arrangement or transaction by reason only of such Director holding that office or of the fiduciary relation thereby established but every Director shall observe the provisions of Section 156 of the Act relating to the disclosure of the interests of the Directors in contracts, arrangements or transactions or proposed contracts, arrangements or transactions with the Company or of any office or property held by a Director which might create duties or interests in conflict with his duties or interests as a Director. No Director shall as a Director vote in respect of any contract, arrangement or transaction or any other proposal whatsoever in which he is so interested as aforesaid and if he does so vote his vote shall not be counted but this prohibition as to voting shall not apply to any contract, arrangement or transaction by or on behalf of the Company to give to the Directors or any of them any security by way of any lawful indemnity or to any allotment of shares in or debentures of the Company to any Director~~has any personal material interest, directly or indirectly. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.~~



**30. Article 108**

108. (1) 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 Act) determine and, without prejudice to the terms of any contract entered into in any particular case, may at any time revoke any such appointment.
- (2) 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.
- (3) The appointment of any Director to any other executive office shall not automatically determine if he ceases from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise, in which event such determination shall be without prejudice to any claim for damages for breach of any contract of service between him and the Company.

**31. Article 109**

109. 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.

**32. Article 114**

~~109~~114. The office of a Director shall be vacated in any one of the following events, namely:-

- (i) if he is prohibited from being a Director by reason of any order made under the Act;
- (ii) if he ceases to be a Director by virtue of any of the provisions of the Act;
- (iii) if he becomes disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds;
- (~~iii~~iv) if he resigns by writing under his hand left at the Office;
- (~~iv~~v) if a ~~receiving~~bankruptcy order is made against him or if he ~~suspends payments or compounds~~makes any arrangement or composition with his creditors generally;
- (~~v~~vi) if he should become of ~~unsound mind~~mentally disordered and incapable of managing himself or his affairs during his term of office;
- (~~v~~vii) if he absents himself from meetings of the Directors for a continuous period of six months without leave from the Directors;
- (~~vii~~viii) if he is removed by the Company in General Meeting pursuant to these ~~Articles~~this Constitution;
- (~~viii~~ix) if he ceases to be a Singapore citizen or any approval granted under the Newspaper Act to his acting as a Director is revoked;
- (~~ix~~x) if, being a Director appointed before 12th May, 1989, he fails, within two months thereof, to obtain the approval of the Minister to hold ~~management shares~~Management Shares, or, such approval is subsequently revoked; or

- (~~xi~~) if, being a Director appointed after 12th May, 1989, he fails, within two months of such appointment to obtain the approval of the Minister to hold ~~management shares~~Management Shares, or such approval is subsequently revoked.

**33. Article 116**

~~111~~116. Subject to ~~these Articles~~this Constitution and to the Act, at each Annual General Meeting one-third of the Directors for the time being, or if their number is not a multiple of three, the number nearest to but not less than one-third, selected in accordance with Article 117, shall retire from office by rotation (in addition to any Director retiring pursuant to Article 120).

**34. Article 118**

~~113~~118. The Company at the Meeting at which a Director retires under any provision of ~~these Articles~~this Constitution may by Ordinary Resolution fill up the vacated office by electing a person thereto. In default the retiring Director shall be deemed to have been re-elected, unless:-

- (i) at such Meeting it is expressly resolved not to fill up such vacated office or a resolution for the re-election of such Director is put to the Meeting and lost; or
- (ii) such Director is disqualified under the Act from holding office as a Director or has given notice in writing to the Company that he is unwilling to be re-elected; or
- (iii) ~~such Director has attained any retiring age applicable to him as a Director.~~
- (iii) such Director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds.

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.

**35. Article 120**

~~115~~120. ~~The Directors shall have power at any time and from time to time to~~The Company may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director ~~but so that the total number of Directors shall not at any time exceed the maximum number fixed by these Articles. Any Director~~Without prejudice thereto the Directors shall have power at any time so to do, but any person so appointed by the Directors shall hold office only until the next Annual General Meeting. He and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at such Meeting.

**36. Article 121**

~~116~~121. (1) Any Director of the Company may at any time appoint any person (other than another Director) approved by a majority of the other Directors to be his Alternate Director and may at any time remove any such Alternate Director from office. An Alternate Director so appointed shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company. An Alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as his appointor.

- (2) An Alternate Director shall (subject to his giving to the Company an address in Singapore) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at such meetings at which the Director appointing him is not personally present and generally to perform all functions of his appointor as a Director in his absence. 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 Article shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member.
- (3) An Alternate Director shall *ipso facto* cease to be an Alternate Director if his appointor ceases for any reason to be a Director otherwise than by retiring and being re-elected at the same meetingMeeting.
- (4) All appointments and removals of Alternate Directors shall be effected in writing under the hand of the Director making or terminating such appointment left at the Office.
- (5) A person may not act as Alternate Director to more than one Director at the same time.

### 37. Article 122

- ~~117~~122. (1) The Directors may meet together for the despatch of business, adjourn or otherwise regulate their meetings as they think fit. Subject to ~~these Articles~~this Constitution, questions arising at any meeting shall be determined by a majority of votes and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote except when only two Directors are present and form a quorum or only two Directors are competent to vote on the question.
- (2) A Director may and the Secretary on the requisition of a Director shall at any time summon a meeting of the Directors by notice in writing given to each Director.
  - (3) The accidental omission to give to any Director, or the non-receipt by any Director of a notice of a meeting of Directors shall not invalidate the proceedings at that meeting. Any Director may waive notice of any meeting and any such waiver may be retroactive.
  - (4) Directors may participate in a meeting of the Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, without a Director being in the physical presence of another Director or Directors, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The Directors participating in any such meeting shall be counted in the quorum for such meeting and subject to there being a requisite quorum in accordance with Article 123, 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.

**38. Article 130**

~~126~~130. The management of the business and affairs of the Company shall be vested in ~~managed by, or under the direction or supervision of,~~ the Directors. ~~The Directors who (in addition to the powers and authorities by these Articles or otherwise expressly conferred upon them) may exercise all such powers and do all such acts and things as may be exercised or done by the Company and of the Company as~~ are not hereby or by the Act expressly directed or required to be exercised or done by the Company in General Meeting. The Directors shall not carry into effect any proposals for disposing of the whole or substantially the whole of the Company's undertaking or property unless those proposals have been approved by the Company in General Meeting. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

**39. Article 137(1)**

~~134~~137. (1) The Directors shall provide for the safe custody of the Common Seal, which shall only be used by the authority of the Directors or a committee of Directors authorised by the Directors in that behalf, and every instrument to which the Seal is affixed shall (subject to the provisions of ~~these Articles~~this Constitution as to certificates for shares or debentures) be affixed in the presence of and signed autographically by two Directors, or by a Director and by the Secretary or some other person appointed by the Directors in place of the Secretary for the purpose.

**40. Article 138**

~~135~~138. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee, and any books, records, documents, ~~and accounts 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 at the Office, the local manager ~~and/or~~ other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. Any authentication or certification made pursuant to this Article may be made by any electronic means approved by the Directors for such purpose from time to time ~~for such purpose~~ incorporating, if the Directors deem necessary, the use of security and/or identification procedures ~~or~~ and devices approved by the Directors.

**41. Article 147**

147. 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.

**42. Article 155(3)**

~~152~~155. (3) In addition and without prejudice to the powers provided for by Articles ~~152~~155(1) and ~~152~~155(2), the Directors shall have power to issue shares for which no consideration is payable and/or to capitalise any undivided profits or other moneys of the Company not required for the payment or provision of any dividend on any

shares entitled to cumulative or non-cumulative preferential dividends (including profits or other moneys carried and standing to any reserve or reserves) and to apply such profits or other moneys in paying up in full ~~unissued~~new shares, in each case on terms that such shares shall, upon issue,;-

- (i) 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
- (ii) be held by or for the benefit of non-executive Directors as part of their fees and/or remuneration under Article 103(1) and/or Article 103(2) 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.

**43. Article 157**

~~154~~157. The Directors shall duly comply with the provisions of the Act and in particular the provisions in regard to registration of charges created by or affecting property of the Company, in regard to keeping ~~a Register of Directors and Secretaries, a Register of Members, a Register of Mortgages and Charges and a Register of Directors' Share and Debenture Holdings~~ and in regard to the production and furnishing of copies of such Registers and of any Register of Holders of Debentures of the Company.

**44. Article 158**

~~155~~158. Any register, index, minute book, ~~book of accounts~~accounting record, minute or other book required by ~~these Articles~~this Constitution or by the Act to be kept by or on behalf of the Company may, subject to and in accordance with the Act, be kept in hard copy form or in electronic form, and arranged in the manner that the Directors think fit. If such records are kept in electronic form, the Directors shall ensure that they are capable of being reproduced in hard copy form, and shall provide for the manner in which the records are to be authenticated and verified. In any case where such records are kept otherwise than in hard copy form either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequatereasonable precautions for ensuring the proper maintenance and authenticity of such records, guarding against falsification and for facilitating the discovery of any falsifications.

**45. Article 161**

~~158~~161. In accordance with the provisions of the Act, the Directors shall cause to be prepared and to be laid before the Company in General Meeting such ~~profit and loss accounts~~financial statements, balance-sheets, group accounts (if any) and reports, statements and other documents as may be necessary. Whenever so required, the interval between the close of a financial year of the Company and the date of the Company's Annual General Meeting shall not exceed four months (or such other period as may be ~~specified~~permitted by the Act).

**46. Article 162**

~~159~~162. A copy of ~~every~~the financial statements and, if required, the balance-sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by the Act to be annexedattached thereto) ~~together with, which is duly audited and which is to be laid before the Company in General Meeting accompanied by a copy of every report of the Auditor's relating thereto and of the~~

~~Directors' report~~report thereon, shall not less than fourteen days before the date of the Meeting be sent to every Member of, ~~and every holder of debentures (if any) of~~, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of ~~these Articles~~this Constitution, provided that:-

- (i) these documents may, subject to the listing rules of any stock exchange upon which shares in the Company may be listed, be sent less than fourteen days before the date of the Meeting if all persons entitled to receive notices of Meetings from the Company so agree; and
- (ii) this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of a share in the Company or the several persons entitled thereto in consequence of the death or bankruptcy of the holder or otherwise but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the ~~office~~Office.

#### 47. Article 166

~~164~~166. Any notice or document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid cover addressed to such Member at his registered address appearing in the Register of Members or (as the case may be) the Depository Register, or (if he has no registered address within Singapore) to the address, if any, within Singapore supplied by him to the Company or (as the case may be) supplied by him to the Depository as his address for the service of notices, or by delivering it to such address as aforesaid. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at ~~the expiration of twenty-four hours after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted.~~

#### 48. Article 167

~~164A~~167. (1) Without prejudice to the provisions of Article ~~164~~166, but subject otherwise to the Act and any regulations made thereunder and (where applicable) the listing rules of any stock exchange upon which shares in the Company may be listed, 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 Articles~~this Constitution by the Company, or by the Directors, to a ~~member or an officer or Auditor of the Company~~Member may be given, sent or served using electronic communications:-

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

in accordance with the provisions of, ~~or as otherwise provided by~~ this Constitution, the Act and/or any other applicable regulations or procedures.

- (2) For the purposes of Article 167(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.



- (3) Notwithstanding Article 167(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.
- (4) Where a notice or document is given, sent or served by electronic communications:-
- (i) to the current address of a person pursuant to Article 167(1)(i), 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
  - (ii) by making it available on a website pursuant to Article 167(1)(ii), 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 167(1)(ii), 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:-
- (i) by sending such separate notice to the Member personally or through the post pursuant to Article 166;
  - (ii) by sending such separate notice to the Member using electronic communications to his current address pursuant to Article 167(1)(i);
  - (iii) by way of advertisement in the daily press; and/or
  - (iv) by way of announcement on any stock exchange upon which shares in the Company may be listed. 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.

#### 49. Article 175

175. In the event of a winding up of the Company every Member of the Company who is not for the time being in Singapore shall be bound, within fourteen days after the passing of an effective resolution to wind up the Company voluntarily, or within the like period after the making of an order for the winding up of the Company, to serve notice in writing on the Company appointing some householder in Singapore upon whom all summonses, notices, processes, orders and judgments in relation to or under the winding up of the Company may be served, and in default of such nomination the Liquidator 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.

**50. Article 176**

~~173~~176. 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 or in relation thereto, and in particular and without prejudice to the generality of the foregoing, no Director, ~~Manager~~, Secretary or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or left or for any other loss, damage or misfortune ~~whatever~~whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own negligence, wilful default, breach of duty or breach of trust.

**51. Article 177**

~~174~~177. 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 any stock exchange upon which shares in the Company may be listed.

**52. Article 178**

178. (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:-

- (i) implementation and administration of any corporate action by the Company (or its agents or service providers);
- (ii) internal analysis and/or market research by the Company (or its agents or service providers);
- (iii) investor relations communications by the Company (or its agents or service providers);
- (iv) administration by the Company (or its agents or service providers) of that Member's holding of shares in the Company;
- (v) 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;

- (vi) 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);
  - (vii) implementation and administration of, and compliance with, any provision of this Constitution;
  - (viii) compliance with any applicable laws, listing rules, take-over rules, regulations and/or guidelines; and
  - (ix) 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 178(1)(vi) and 178(1)(viii), 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.

## APPENDIX 2

### 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 all or any of the following, it being intended that the objects or all or any of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be in no way limited or restricted by reference to or inference from the terms of any other paragraph or group of paragraphs, and shall be capable of being pursued as an independent object, and either alone or in conjunction with all or any one or more of the other objects specified in the same or in any other paragraph or group of paragraphs, and the discontinuance or abandonment of all or any of the business or objects hereinafter referred to shall not prevent the Company from carrying on any other business authorised to be carried on by the Company, and it is hereby expressly declared that in the interpretation of this clause the meaning of any of the Company's objects shall not be restricted by reference to any other object or by the juxtaposition of two or more of them, and that in the event of any ambiguity this clause shall be construed in such a way as to widen and not to restrict the powers of the Company:- Objects
- (1) To carry on the business of a holding company and to undertake and transact all kinds of investment business.
  - (2) To acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business, and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise, in any part of the world.
  - (3) To subscribe for, take, purchase or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company.
  - (4) To acquire any shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
  - (5) To raise and borrow money by the issue of shares, stock, debentures, debenture stock, bonds, obligations, deposit notes and otherwise howsoever and to underwrite any such issue, and to invest the money so raised and borrowed in, and to hold, sell and deal with, the stock, shares, bonds, debentures, debenture stock, obligations, notes and securities of any government, state, company, corporation, municipal or local, or other body or authority.
  - (6) To vary the investments of the Company, to make advances upon, hold in trust, issue on commission, sell or dispose of any of the investments aforesaid, and to act as agent for any of the above or the like purposes, and to exercise and enforce all rights and powers conferred by or incidental to the ownership of any such property, shares, stock, obligations or other securities including the power of sale.

- (7) To carry on business as printers, proprietors, producers, designers and publishers of and dealers and consultants in newspapers, journals, magazines, books, brochures, calendars, advertising material and other works in any language and any medium, including videotext systems, graphic designs, electronic directories and data bases; and to carry on the business of designers, manufacturers, installers, repairers, operators of and dealers in electronic and computerised information dissemination systems, related electronic and telecommunication systems and facilities, and computer, electrical and electronic appliances, apparatus and components of every description.
- (8) To carry on the business of stationers, printers, lithographers, stereotypers, electrotypers, photographic printers, photolithographers, engravers, die-sinkers, envelope manufacturers, bookbinders, account book manufacturers, machine rulers, numerical printers, paper makers, paper bag and account book makers, box makers, cardboard manufacturers, type foundry, photographers, manufacturers of and dealers in playing, visiting, railway, festive, complimentary and fancy cards and valentines, dealers in parchment, dealers in stamps, agents for the payment of stamp and other duties, advertising agents, designers, draughtsmen, ink manufacturers, booksellers, publishers, paper manufacturers, and dealers in the materials used in the manufacture of paper, engineers, cabinet makers, and dealers in or manufacturers of any other articles or things of a character similar or analogous to the foregoing, or any of them, or connected therewith.
- (9) To carry on the business of operators of telegraph, wireless, radio and television transmitting or broadcasting and to own, operate, construct, establish, equip or arrange for the provision of telegraph, wireless, radio and television stations for the reception, transmission, relaying or reproduction in audible or visible form of signals, messages, broadcasting programmes or other forms of entertainment, information, instruction or communication by means of electric currents or by other means, and to hold licences for such stations, works and services and to carry on the business of manufacturers, designers, consultants, experts, buyers, sellers, hirers, renters, repairers, importers, exporters, and distributors of radio and television receivers, apparatus, accessories and appliances of every kind for the purposes of the said businesses.
- (10) To establish competitions in respect of contribution or information suitable for insertion in any publication of the Company, or otherwise for any of the purposes of the Company, and to offer and grant prizes, rewards, and premiums of such character and on such terms as may seem expedient and to provide for and furnish or secure to any members or customers of the Company, or to any subscribers to or purchasers or possessors of any publication of the Company, or of any coupons or tickets issued with any publications of the Company, any chattels, conveniences, advantages, benefits, or special privileges which may seem expedient, and either gratuitously or otherwise.
- (11) To enter into agreements with authors or other persons for rights of use of any description and to enter into engagements of all kinds with any person.
- (12) To establish and control news agencies and to carry on the business of collecting, distributing and disseminating, buying, selling, exchanging and dealing in news and photographs and literary, dramatic, artistic and musical works of all kinds and descriptions.
- (13) To carry on any other trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.

- (14) To purchase or otherwise acquire for resale or investment, take on lease or in exchange or on grant from any person, government or any other authority, hire, maintain, construct, alter and use lands, houses, buildings, plantations, easements, rights, privileges, concessions and any real and personal property of any kind anywhere, or any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and generally to acquire, deal in, traffic in, by way of sale, lease, exchange or otherwise, property of every description, whether real or personal and whether for valuable consideration or not.
- (15) 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, paying, 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, contractors, tenants and others.
- (16) To carry on business as financial agents, underwriters (but not in respect of life, marine or fire insurance), concessionaires and merchants and to undertake and carry on and execute all kinds of financial, commercial, trading and other operations.
- (17) To purchase, establish and carry on business as general merchants, manufacturers, importers, exporters, commission agents, del credere agents, removers, packers, storers, storekeepers, factors and manufacturers of and dealers in foreign and local produce, manufactured goods, materials and general merchandise, and to import, buy, prepare, manufacture, render marketable, sell, barter, exchange, pledge, change, make advances on and otherwise deal in or turn to account produce, goods, materials and merchandise generally, either in their prepared manufactured or raw state, and to undertake, carry on and execute all kinds of financial, commercial, trading and other manufacturing operations and all business, whether wholesale or retail.
- (18) To purchase or otherwise acquire patents, patent rights, rights of analogous character, brevets d'invention, concessions, licences and the like conferring any exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company, secret processes, trade marks, copyrights or any concession of any nature from any government or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- (19) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with, any shares, debentures, debenture stock or securities so received.
- (20) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.



- (21) To institute, enter into, carry on, subsidise, assist or participate in financing any classes of business, works, contracts, undertakings and operations in all parts of the world and to transact business as promoters and financiers.
- (22) To lend and advance money or give credit to any person or company, to give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person and to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person.
- (23) To undertake and execute any trust the undertaking whereof may seem desirable and either gratuitously or otherwise.
- (24) To establish agencies and branch business and to procure the Company to be registered and recognised in any part of the world and to regulate, carry on or discontinue the same.
- (25) To enter into partnership or arrangement in the nature of a partnership, corporation or union of interests with any person or persons 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 may derive any benefit, whether direct or indirect.
- (26) To pay for any property or rights to be acquired by the Company either in cash or by shares (with or without preferred or deferred rights) or any securities which the Company has power to issue and generally on such terms as may be thought fit.
- (27) To draw, make, accept, endorse, discount and negotiate cheques, promissory notes, bills of exchange, bills of lading, charter parties, warrants, debentures and other negotiable or transferable instruments.
- (28) To borrow or raise money with or without security and to secure the payment of money or the performance of any obligation in such manner and upon such terms as may seem expedient and in particular by the issue of bonds, mortgage or other debentures or securities (perpetual or otherwise) or by mortgage, charges, bills of exchange or promissory notes or by any other instrument or for such purpose to charge all or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital and either with or without participating in profits and voting power.
- (29) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular to accept payment for the undertaking or any property or rights sold or otherwise disposed of or dealt with by the Company either in cash or by instalments or otherwise or in shares, credited as fully or partly paid up, in any company or companies with or without deferred or preferential rights in respect of dividends or payment of capital or otherwise or by means of mortgages or by debentures, debenture stock (perpetual or otherwise) or obligation or securities of any company or companies or partly in one mode and partly in another and generally on such terms as the Company may determine.
- (30) To establish or promote any other company or companies for the purpose of acquiring the business and undertaking of all or any of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to acquire and hold any shares or securities of any such company.
- (31) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in such manner as may from time to time be thought fit.

- (32) To pay all commission, brokerage, discount, underwriting and other expenses lawfully payable which may be deemed expedient for taking, placing or underwriting all or any of the shares or debentures or other obligations of the Company.
- (33) To remunerate any person, firm or company rendering services to the Company either by cash payment or by allotment to them of shares or securities of the Company credited as fully paid or in part or otherwise as may be thought expedient.
- (34) To obtain or in any way assist in obtaining any ordinance or enactment of any legislative authority, order or licence from the authorities for enabling this or any other company to carry any of its objects into effect or for effecting any modification of this or any other company's constitution or for any other purpose and to oppose any legislation proposals, proceedings, schemes or applications whether indicated in this paragraph or not which may seem calculated, directly or indirectly, to prejudice this or any other company.
- (35) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (36) To support and 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 may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any persons who may have been Directors of or may have served the Company or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any such persons or of their wives, children or other relatives or dependants.
- (37) To distribute, whether upon the winding up of the Company or otherwise, all or any of the assets and property of the Company among the members in specie or in kind otherwise but so that no distribution amounting to reduction of capital be made without the sanction of the court where necessary.
- (38) To do all or any of the above things in any part of the world on behalf of the Company or on behalf of any other company and as principal, agents, contractors, trustees or otherwise or by or through trustees, agents or otherwise and either alone or in conjunction with another or others.
- (39) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them or which may be conveniently carried on in connection therewith or which may be calculated, directly or indirectly, to enhance the value or render profitable any business or property of the Company.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated.

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