
LETTER TO SHAREHOLDERS

DBS GROUP HOLDINGS LTD
(Incorporated in the Republic of Singapore)
Company Registration Number: 199901152M

Directors:

Mr Peter Seah Lim Huat (*Chairman*)
Mr Piyush Gupta (*Chief Executive Officer*)
Dr Bart Joseph Broadman (*Independent Director*)
Ms Euleen Goh Yiu Kiang (*Independent Director*)
Mr Ho Tian Yee (*Independent Director*)
Mr Nihal Vijaya Devadas Kaviratne CBE (*Independent Director*)
Mrs Ow Foong Pheng (*Non-executive Director*)
Mr Andre Sekulic (*Independent Director*)
Mr Danny Teoh Leong Kay (*Independent Director*)

Registered Office:

12 Marina Boulevard
Marina Bay Financial Centre Tower 3
Singapore 018982

30 March 2016

To: The Shareholders of DBS Group Holdings Ltd
(the "**Company**" or "**DBSH**")

Dear Sir/Madam

1. INTRODUCTION

1.1 Background. We refer to:

- (a) the Notice of the Seventeenth Annual General Meeting ("**AGM**") of the Company dated 30 March 2016 (the "**Notice**"), accompanying the Annual Report for the financial year ended 31 December 2015, convening the Seventeenth AGM of the Company to be held on 28 April 2016 (the "**2016 AGM**");
- (b) Ordinary Resolution No. 13 relating to the proposed renewal of the Share Purchase Mandate (as defined in paragraph 2.1 below), as proposed in the Notice; and
- (c) Special Resolution No. 14 relating to the proposed adoption of the New Constitution (as defined in paragraph 3.2 below), as proposed in the Notice.

1.2 Letter to Shareholders. The purpose of this Letter is to provide shareholders of the Company ("**Shareholders**") with information relating to Ordinary Resolution No. 13 and Special Resolution No. 14, 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. Shareholders who are in any doubt as to the course of action they should take should consult their stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

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2. THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

- 2.1 **Background.** Shareholders had approved the renewal of a mandate (the “**Share Purchase Mandate**”) to enable the Company to purchase or otherwise acquire issued ordinary shares of the Company (“**Ordinary Shares**”) at the extraordinary general meeting of the Company held on 23 April 2015 (the “**2015 EGM**”). The authority and limitations on the Share Purchase Mandate were set out in the Company’s Circular to Shareholders dated 24 March 2015 (the “**2015 Circular**”) and the Ordinary Resolution set out in the Notice of the 2015 EGM.

The Share Purchase Mandate was expressed to take effect on the date of the passing of the Ordinary Resolution at the 2015 EGM and will expire on the date of the forthcoming 2016 AGM to be held on 28 April 2016. Accordingly, Shareholders’ approval is being sought for the renewal of the Share Purchase Mandate at the 2016 AGM.

As at 1 March 2016, being the latest practicable date prior to the printing of this Letter (the “**Latest Practicable Date**”), the Company had purchased or acquired an aggregate of 14,215,800 Ordinary Shares by way of Market Purchases (as defined in paragraph 2.3.3 below) pursuant to the Share Purchase Mandate approved by Shareholders at the 2015 EGM. The highest and lowest price paid was S\$20.50 and S\$14.09 per Ordinary Share respectively and the total consideration paid for all purchases was S\$260,917,568.20, excluding commission, brokerage and goods and services tax.

As at the Latest Practicable Date, 9,618,000 Ordinary Shares purchased or acquired by the Company are held as treasury shares.

- 2.2 **Rationale for the Share Purchase Mandate.** During the period when the Share Purchase Mandate is in force, DBSH will have the flexibility to undertake share repurchases at any time, subject to market conditions, to support the vesting of awards pursuant to its employee share plans.

The purchase or acquisition of Ordinary Shares will only be undertaken if it can benefit DBSH and Shareholders. Shareholders should note that purchases or acquisitions of Ordinary Shares pursuant to the Share Purchase Mandate may not be carried out to the full authorised limit. No purchase or acquisition of Ordinary Shares will be made in circumstances which would have or may have a material adverse effect on the liquidity and capital adequacy positions of the Company and its subsidiaries (the “**Group**”) as a whole.

- 2.3 **Authority and Limits of the Share Purchase Mandate.** The authority and limitations placed on purchases or acquisitions of Ordinary Shares by DBSH under the proposed Share Purchase Mandate, if renewed at the 2016 AGM, are the same as were previously approved by Shareholders at the 2015 EGM. These are summarised below:

2.3.1 *Maximum Number of Shares*

Only Ordinary Shares which are issued and fully paid-up may be purchased or acquired by DBSH. The total number of Ordinary Shares which may be purchased or acquired by DBSH is limited to that number of Ordinary Shares representing not more than 1% of the issued Ordinary Shares of DBSH as at the date of the AGM at which the renewal of the Share Purchase Mandate is approved. Any Ordinary Shares which are held as treasury shares will be disregarded for purposes of computing the 1% limit.

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Purely for illustrative purposes, on the basis of 2,505,162,749 Ordinary Shares (being the 2,514,780,749 Ordinary Shares in issue as at the Latest Practicable Date, and disregarding 9,618,000 Ordinary Shares held in treasury as at the Latest Practicable Date) and assuming that:

- (a) no further Ordinary Shares are issued pursuant to the exercise of exercisable options to subscribe for new Ordinary Shares granted pursuant to share option schemes implemented by the Company or the vesting of awards in respect of Ordinary Shares granted under the DBSH Share Plan ("**Awards**"); and
- (b) no further Ordinary Shares are purchased or acquired by the Company and no Ordinary Shares purchased or acquired by the Company are held as treasury shares,

on or prior to the 2016 AGM, not more than 25,051,627 Ordinary Shares (representing 1% of the Ordinary Shares in issue (disregarding the Ordinary Shares held in treasury) as at that date) may be purchased or acquired by DBSH pursuant to the proposed Share Purchase Mandate.

2.3.2 *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 Purchase 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 Purchase Mandate is revoked or varied; or
- (c) the date on which purchases and acquisitions of Ordinary Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated,

whichever is the earliest.

2.3.3 *Manner of Purchases or Acquisitions of Shares*

Purchases or acquisitions of Ordinary Shares may be made by way of:

- (a) on-market purchases ("**Market Purchases**"), transacted on the SGX-ST or on any other securities exchange on which the Ordinary Shares may for the time being be listed and quoted, through one or more duly licensed dealers appointed by DBSH for the purpose; and/or
- (b) off-market purchases ("**Off-Market Purchases**"), otherwise than on a securities exchange, in accordance with an equal access scheme.

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The Directors of the Company for the time being (“**Directors**”) may impose such terms and conditions which are not inconsistent with the Share Purchase 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, Chapter 50 (the “**Companies Act**”) as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. An equal access scheme must, however, satisfy all the following conditions:

- (i) offers for the purchase or acquisition of Ordinary Shares 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 are 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 DBSH wishes to make an Off-Market Purchase in accordance with an equal access scheme, it will issue an offer document containing at least the following information:

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

2.3.4 **Purchase Price**

The purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) to be paid for an Ordinary Share will be determined by the Directors. The purchase price to be paid for the Ordinary Shares as determined by the Directors, in the case of a Market Purchase and an Off-Market Purchase pursuant to an equal access scheme, must not exceed 105% of the Average Closing Price of the Ordinary Shares, in either case, excluding related expenses of the purchase or acquisition (the “**Maximum Price**”).

For the above purposes:

“**Average Closing Price**” means the average of the closing market prices of an Ordinary Share over the last five market days on which transactions in the Ordinary Shares on the SGX-ST or, as the case may be, such securities exchange on which the Ordinary Shares are listed or quoted were recorded, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, 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 the purchase or acquisition of Ordinary Shares from holders of Ordinary Shares, stating therein the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Ordinary Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

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2.4 **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. Accordingly, the total number of issued Ordinary Shares will be diminished by the number of Ordinary Shares purchased or acquired by the Company, which are cancelled and are not held as treasury shares.

2.5 **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.

2.5.1 *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.

2.5.2 *Voting and Other Rights*

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

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

2.5.3 *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.

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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 on the SGX-ST 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.

- 2.6 **Source of Funds.** The Company may purchase or acquire its own Ordinary Shares out of capital, as well as from its profits.

DBSH intends to use its internal sources of funds to finance its purchase or acquisition of the Ordinary Shares. DBSH does not intend to obtain or incur any borrowings to finance its purchase or acquisition of the Ordinary Shares. The Directors do not propose to exercise the Share Purchase Mandate in a manner and to such extent that the liquidity and capital adequacy positions of the Group would be materially adversely affected.

- 2.7 **Financial Effects.** The financial effects on the Group and DBSH arising from purchases or acquisitions of Ordinary Shares which may be made pursuant to the Share Purchase Mandate will depend on, *inter alia*, the number of Ordinary Shares purchased or acquired and the price paid for such Ordinary Shares. The financial effects on the Group and DBSH, based on the audited consolidated financial statements of the Group and DBSH for the financial year ended 31 December 2015, are based on the assumptions set out below:

2.7.1 **Purchase or Acquisition out of Capital or Profits**

Purchases or acquisitions of Ordinary Shares by the Company may be made out of the Company's capital and/or profits 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. Based on the consolidated financial statements of DBSH and its subsidiaries for the financial year ended 31 December 2015, and having regard to:

- (a) the amount of distributable revenue reserves attributable to the Group of approximately S\$22.75 billion as at that date; and
- (b) the Maximum Price at the Latest Practicable Date, in the case of both Market Purchases and Off-Market Purchases, of S\$14.20 for one Ordinary Share,

DBSH has sufficient distributable revenue reserves to purchase Ordinary Shares representing up to 1% of its issued Ordinary Shares as at the Latest Practicable Date. The amount of distributable revenue reserves available in the year 2016 and year 2017 would, however, depend on the performance of the Group in 2016 and 2017.

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.

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In any case, no purchase or acquisition of Ordinary Shares, whether out of capital or profits, will be made in circumstances which would have or may have a material adverse effect on the liquidity and capital adequacy positions of the Group as a whole.

2.7.2 **Number of Ordinary Shares Acquired or Purchased**

Based on the number of issued and paid-up Ordinary Shares as at the Latest Practicable Date (and disregarding the Ordinary Shares held in treasury) and on the assumptions set out in paragraph 2.3.1 above, the purchase by the Company of up to the maximum limit of 1% of its issued Ordinary Shares will result in the purchase or acquisition of 25,051,627 Ordinary Shares.

2.7.3 **Maximum Price Paid for Ordinary Shares Acquired or Purchased**

Assuming that DBSH purchases or acquires 25,051,627 Ordinary Shares at the Maximum Price, in the case of both Market Purchases and Off-Market Purchases, of S\$14.20 for one Ordinary Share (being the price equivalent to five per cent. above the average closing prices of the Ordinary Shares traded on the SGX-ST over the last five market days on which transactions were recorded immediately preceding the Latest Practicable Date), the maximum amount of funds required is approximately S\$0.4 billion.

2.7.4 **Illustrative Financial Effects**

The financial effects on the Group and DBSH arising from purchases or acquisitions of Ordinary Shares which may be made pursuant to the proposed Share Purchase Mandate will depend on, *inter alia*, the aggregate number of Ordinary Shares purchased or acquired and the consideration paid at the relevant time.

For illustrative purposes only and on the basis of the assumptions set out in paragraphs 2.7.1, 2.7.2 and 2.7.3 above, and assuming the following:

- (a) DBSH had purchased 25,051,627 Ordinary Shares (representing 1% of the Ordinary Shares in issue as at the Latest Practicable Date, disregarding the Ordinary Shares which are held in treasury) on 1 January 2015;
- (b) the cash applied to pay the purchase consideration would otherwise have earned a return of 1.24% per annum in the inter-bank market;
- (c) a Singapore corporate income tax rate of 17%; and
- (d) DBSH will not pay any dividends with respect to the Ordinary Shares which are repurchased,

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the financial effects on the consolidated financial statements of the Group and DBSH for the financial year ended 31 December 2015 would have been as follows:

(i) Pro-forma financial effects on the Group and DBSH:

| | Group | | DBSH | |
|---|------------------------------|----------------------------|------------------------------|----------------------------|
| | As at 31 December 2015 | After Share Purchase | As at 31 December 2015 | After Share Purchase |
| Total Shareholders' funds (\$'millions) | 40,373 | 40,029 | 17,695 | 17,351 |
| Number of issued and paid-up Ordinary Shares used in the computation of the relevant financial ratios set out below ('000) | 2,501,781 | 2,476,729 | 2,501,781 | 2,476,729 |
| Weighted average number of issued and paid-up Ordinary Shares used in the computation of the relevant financial ratios set out below ('000) | 2,496,312 | 2,471,260 | 2,496,312 | 2,471,260 |
| Net profit attributable to Shareholders (\$'millions) | 4,417 | 4,413 | see Note (1) below | see Note (1) below |

(ii) Pro-forma effects on financial ratios of the Group⁽²⁾:

| | As at 31 December 2015 | After Share Purchase |
|---|---------------------------|-------------------------|
| Net asset value per Ordinary Share (\$) | 15.82 | 15.84 |
| Earnings per Ordinary Share (\$) | | |
| – Basic | 1.77 | 1.79 |
| – Fully Diluted | 1.77 | 1.79 |
| Return On Equity (%) (excluding one-time item) ⁽³⁾ | 11.2 | 11.3 |
| CAR (%) ⁽⁴⁾ | | |
| – Common Equity Tier 1 | 13.5 | 13.4 |
| – Tier 1 | 13.5 | 13.4 |
| – Total | 15.4 | 15.2 |

Notes:

⁽¹⁾ As permitted by section 201(10)(b) of the Companies Act, the income statement of DBSH has not been included in the financial statements of DBSH and the consolidated financial statements of the Group for the financial year ended 31 December 2015.

⁽²⁾ The disclosed financial effects remain the same irrespective of whether:
(a) the purchase of Ordinary Shares is effected out of capital or profits; or
(b) the purchased Ordinary Shares are held in treasury or are cancelled.

⁽³⁾ The one-time item relates to gain from disposal of a property investment.

⁽⁴⁾ Capital Adequacy Ratio based on guidelines set out under the Monetary Authority of Singapore's ("MAS") Notice to Banks No. 637 "Notice on Risk Based Capital Adequacy Requirements for Banks incorporated in Singapore".

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Shareholders should note that the financial effects set out above, based on the respective aforementioned assumptions, are for illustration purposes only. In particular, it is important to note that the above analysis is based on historical 2015 numbers, and is not necessarily representative of future financial performance.

Although the Share Purchase Mandate would authorise DBSH to purchase or acquire up to 1% of the issued Ordinary Shares (excluding Ordinary Shares held in treasury), DBSH may not necessarily purchase or acquire or be able to purchase or acquire the entire 1% of the issued Ordinary Shares (excluding Ordinary Shares held in treasury). In addition, DBSH may cancel or hold in treasury all or part of the Ordinary Shares purchased or acquired.

DBSH will take into account both financial and non-financial factors (for example, share market conditions and the performance of the Ordinary Shares) in assessing the relative impact of a share purchase before execution.

- 2.8 **Tax Implications.** Shareholders who are in doubt as to their respective tax positions or the tax implications of Ordinary Share purchases by DBSH, or who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.
- 2.9 **Listing Rules.** Rule 886(1) of the Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a Market Purchase, 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 Purchase under an equal access scheme, on the second market day after the close of acceptances of the offer. Such announcement 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.

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 Purchase 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, the Company will not purchase or acquire any Ordinary Shares through Market Purchases during the period of one month immediately preceding the announcement of DBSH’s full-year results and the period of two weeks before the announcement of the first quarter, half-year and third quarter results.

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The Listing Manual requires a listed company to ensure that at least 10% of the total number of issued shares (excluding treasury shares, preference shares and convertible equity securities) in a class that is listed is at all times held by public shareholders. Based on the interests of substantial Shareholders as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date, Temasek Holdings (Private) Limited ("**Temasek**"), a substantial Shareholder of the Company, directly holds approximately 11.34% of the issued Ordinary Shares (excluding Ordinary Shares held in treasury) and Temasek's wholly-owned subsidiary, Maju Holdings Pte. Ltd. ("**Maju**"), directly holds approximately 18.32% of the issued Ordinary Shares (excluding Ordinary Shares held in treasury). Temasek is wholly-owned by the Minister for Finance. Based on the interests of substantial Shareholders as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date, Temasek and Maju have a combined direct holding of approximately 29.66% of the issued Ordinary Shares (excluding Ordinary Shares held in treasury). On that basis, as at the Latest Practicable Date, approximately 69.93% of the issued Ordinary Shares (excluding Ordinary Shares held in treasury) are held by public Shareholders. Accordingly, DBSH is of the view that there is a sufficient number of the Ordinary Shares in issue held by public Shareholders which would permit DBSH to undertake purchases or acquisitions of its Ordinary Shares through Market Purchases up to the full 1% limit pursuant to the proposed Share Purchase Mandate without affecting the listing status of the Ordinary Shares on the SGX-ST, and that the number of Ordinary Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading.

2.10 **Shareholding Limits.** The Banking Act, Chapter 19 (the "**Banking Act**") provides, *inter alia*, that, on or after 18 July 2001:

- (a) no person shall become a substantial shareholder of a designated financial institution without first obtaining the approval of the Minister for Finance;
- (b) no person shall enter into any agreement or arrangement, whether oral or in writing and whether express or implied, to act together with any person with respect to the acquisition, holding or disposal of, or the exercise of rights in relation to, their interests in voting shares of an aggregate of 5% or more of the total votes attached to all voting shares in a designated financial institution (the "**5% Limit**"), without first obtaining the approval of the Minister for Finance; and
- (c) no person shall become a 12% controller or a 20% controller of a designated financial institution without first obtaining the approval of the Minister for Finance.

For the purposes of the Banking Act:

"**associate**" shall have the meaning ascribed to it in section 15B(4)(c) of the Banking Act;

"**designated financial institution**" means (i) a bank incorporated in Singapore; or (ii) a financial holding company;

"**substantial shareholder**" of a designated financial institution means a person who has a substantial shareholding in the designated financial institution. A person has a substantial shareholding in a designated financial institution if (i) he has an interest or interests in one or more voting shares in the designated financial institution; and (ii) the total votes attached to that share, or those shares, is not less than 5% of the total votes attached to all the voting shares in the designated financial institution;

"**12% controller**" means a person, not being a 20% controller, who alone or together with his associates, (i) holds not less than 12% of the total number of issued shares in the designated financial institution; or (ii) is in a position to control voting power of not less than 12% in the designated financial institution; and

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“**20% controller**” means a person who, alone or together with his associates, (i) holds not less than 20% of the total number of issued shares in the designated financial institution; or (ii) is in a position to control voting power of not less than 20% in the designated financial institution.

The shareholding percentage of a holder of Ordinary Shares (whose Ordinary Shares were not the subject of a share purchase or acquisition by DBSH) in the issued share capital of DBSH immediately following any purchase or acquisition of Ordinary Shares will increase should DBSH cancel the Ordinary Shares purchased or acquired by DBSH.

Similarly, the percentage of voting rights of a holder of Ordinary Shares (whose Ordinary Shares were not the subject of a share purchase or acquisition by DBSH) in the issued share capital of DBSH immediately following any purchase or acquisition of Ordinary Shares will increase should DBSH hold in treasury the Ordinary Shares purchased or acquired by DBSH.

DBSH wishes to draw the attention of Shareholders to the following consequences of a purchase or acquisition of Ordinary Shares by DBSH pursuant to the Share Purchase Mandate, if the renewal of the Share Purchase Mandate is approved by Shareholders:

A purchase or acquisition of Ordinary Shares by DBSH may inadvertently cause the interest in the Ordinary Shares of any person to reach or exceed the 5% Limit or cause any person to become a substantial shareholder, a 12% controller or a 20% controller.

Shareholders whose shareholdings are close to the limits set out in the Banking Act **are advised to ensure that they comply with the requirements of the Banking Act, and to seek the prior approval of the Minister for Finance** to continue to hold, on such terms as may be imposed by the Minister for Finance, the number of Ordinary Shares which they may hold in excess of any of such limits, as a consequence of a purchase or acquisition of Ordinary Shares by DBSH. Shareholders who are in any doubt as to the action that they should take should consult their professional adviser.

2.11 **Take-over Implications.** Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by DBSH of its Ordinary Shares are set out below:

2.11.1 ***Obligation to Make a Take-over Offer***

If, as a result of any purchase or acquisition by DBSH of its Ordinary Shares, a Shareholder's proportionate interest in the voting capital of DBSH 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 the change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of DBSH, such Shareholder or group of Shareholders acting in concert could become obliged to make a take-over offer for DBSH under Rule 14 of the Take-over Code.

2.11.2 ***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), cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

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Unless the contrary is established, the following persons will be presumed to be acting in concert:

- (a) 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); and
- (b) a company, its parent, subsidiaries and fellow subsidiaries, and their associated companies and companies of which such companies are associated companies, all with each other, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights. For this purpose, a company is an associated company of another company if the second company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company.

The circumstances under which the Shareholders (including the 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 DBSH are set out in Appendix 2 of the Take-over Code.

2.11.3 ***Effect of Rule 14 and Appendix 2***

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

Under Appendix 2, a Shareholder not acting in concert with the 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 would increase by more than 1% in any period of six months. Such Shareholder need not abstain from voting in respect of the Ordinary Resolution authorising the Share Purchase Mandate.

Based on the interests of substantial Shareholders as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date, none of the substantial Shareholders would become obliged to make a take-over offer for DBSH under Rule 14 of the Take-over Code as a result of the purchase by DBSH of the maximum limit of 1% of its issued Ordinary Shares as at the Latest Practicable Date.

Shareholders are advised to consult their professional advisers and/or the Securities Industry Council at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any share purchases by the Company.

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3. THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

- 3.1 **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”.
- 3.2 **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. 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 simplify the existing objects clauses provision (which currently sets out an extensive list of the activities which the Company has capacity or power to engage in) in line with section 23 of the Companies Act, and include provisions in the New Constitution to address the personal data protection regime in Singapore, and also to streamline and rationalise certain other provisions.
- 3.3 **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:

3.3.1 **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) a revised definition of “in writing” to make it clear that this expression includes any representation or reproduction of words, symbols or other information which may be displayed in a visible form, whether physical or electronic. This would facilitate, for example, a proxy instrument being in either physical or electronic form;
 - (ii) new definitions of “registered address” and “address” to make it clear that these expressions mean, in relation to any Shareholder, his physical address for the service or delivery of notices or documents personally or by post, except where otherwise expressly specified;
 - (iii) a revised 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; and

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- (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.
- (b) **Article 7(B).** Article 7(B) is a new provision which provides that new shares may be issued for no consideration. This is in line with new section 68 of the Companies Act, which clarifies that a company having a share capital may issue shares for which no consideration is payable to the issuing company.
- (c) **Article 14 (Article 10 of Existing Constitution).** Article 14, which relates to the Company's power to alter its share capital, has new provisions which:
 - (i) empower the Company, by Ordinary Resolution, to convert its share capital or any class of shares from one currency to another currency. This is in line with new section 73 of the Companies Act, which sets out the procedure for such re-denominations; and
 - (ii) empower the Company, by Special Resolution, to convert one class of shares into another class of shares. This is in line with new section 74A of the Companies Act, which sets out the procedure for such conversions.
- (d) **Article 21 (Article 17 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 21, 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.
- (e) **Article 59 (Article 55 of Existing Constitution).** Article 59, which relates to the routine business that is transacted at an AGM, has been revised to substitute the references to “accounts” with “financial statements”, and references to “reports of the Directors” with “Directors’ statement”, for consistency with the updated terminology in the Companies Act.
- (f) **Article 67(B) (Article 63 of Existing Constitution).** Article 67(B), 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.
- (g) **Articles 71, 77 and 79(A) (Articles 67, 73 and 75 of Existing Constitution).** Articles 71, 77 and 79(A), which relate to the voting rights of Shareholders and the appointment and deposit of proxies, have new provisions which cater to the multiple proxies regime introduced by the Amendment Act. The multiple proxies regime allows “relevant intermediaries”, such as banks, capital markets services licence holders which provide custodial services for securities and the Central Provident Fund Board, to appoint more than two proxies to attend, speak and vote at general meetings. In particular:

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- (i) article 77(A) provides that save as otherwise provided in the Companies Act, a Shareholder who is a “relevant intermediary” may appoint more than two proxies to attend, speak and vote at the same general meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Shareholder, and where such Shareholder’s form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed must be specified in the form of proxy. This is in line with new section 181(1C) of the Companies Act;
- (ii) article 77(B) 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 any 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 71 and 77(B) to make it clear that the number of votes which a Depositor or his proxy can cast on a poll is the number of shares entered against his name in the Depository Register as at 72 hours before the time of the relevant general meeting. This is in line with new section 81SJ(4) of the SFA;
- (iii) article 71 provides that in the case of a Shareholder who is a “relevant intermediary” and who is represented at a general meeting by two or more proxies, each proxy shall be entitled to vote on a show of hands. This is in line with new section 181(1D) of the Companies Act; and
- (iv) the cut-off time for the deposit of proxies has been extended from 48 to 72 hours before the time appointed for holding the general meeting in article 79(A). This is in line with section 178(1)(c) of the Companies Act, as amended pursuant to the Amendment Act.
- (h) **Article 91 (Article 87 of Existing Constitution).** Article 91, which relates to the declaration of conflicts of interests, additionally provides that every Director may make such declaration by sending a written notice to the Company setting out the fact, and the nature, character and extent of the conflict. This is in line with section 156 of the Companies Act, as amended pursuant to the Amendment Act.
- (i) **Article 101 (Article 97 of Existing Constitution).** Article 101, 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.
- (j) **Article 118 (Article 114 of Existing Constitution).** Article 118, 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 of or, additionally, under the supervision of, the Directors. This is in line with section 157A of the Companies Act, as amended pursuant to the Amendment Act.

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- (k) **Articles 127, 145 and 146 (Articles 123, 138 and 139 of Existing Constitution).** Article 146, which relates to the sending of the Company's financial statements and related documents to Shareholders, additionally provides that such documents may, subject to the listing rules of the SGX-ST, be sent less than 14 days before the date of the general meeting with the agreement of all persons entitled to receive notices of general meetings. This is in line with new section 203(2) of the Companies Act, which provides that the requisite financial statements and other related documents may be sent less than 14 days before the date of the general meeting at which they are to be laid if all the persons entitled to receive notice of general meetings of the company so agree. Notwithstanding this proviso, the Company is currently required to comply with Rule 707(2) of the Listing Manual, which provides that an issuer must issue its annual report to shareholders and the SGX-ST at least 14 days before the date of its annual general meeting. The requirement to send these documents to debenture holders has also been removed in article 146.

The references to the Company's "accounts", "profit and loss account(s)" and Directors' "reports" have also been updated/substituted in articles 127, 145 and 146 with references to "financial statements" and Directors' "statements", as appropriate, for consistency with the updated terminology in the Companies Act.

- (l) **Article 149 (Articles 142 and 142A of Existing Constitution).** Article 149, which relates to the service of notices to Shareholders, 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.

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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 149) to facilitate these regimes, while Shareholders who are not supportive of the new regimes may vote against it.

Article 149 provides that:

- (i) notices and documents may be sent to Shareholders using electronic communications either to a Shareholder's current address (which may be an email address) or by making it available on a website;
- (ii) if permitted by the prevailing listing rules of any stock exchange upon which shares in the Company may be listed, for these purposes, a Shareholder is deemed to have agreed to receive such notice or document by way of electronic communications and shall not have a right to elect to receive a physical copy of such notice or document (this is the implied consent regime permitted under the new section 387C); and
- (iii) if the Company is not permitted by the prevailing listing rules of any stock exchange upon which shares in the Company may be listed, to regard a member as having deemed to have agreed to receive such notice or document by way of such electronic communications in the manner prescribed under sub-paragraph (ii) above, for these purposes, Shareholders shall be given an opportunity to elect to opt out of receiving such notice or document by way of electronic communications, and a Shareholder is deemed to have consented to receive such notice or document by way of electronic communications if he was given such an opportunity but failed to opt out within the specified time (this is the deemed consent regime permitted under the new section 387C).

Article 149 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, in the case of service on a website, the Company must give separate notice of the publication of the notice or document on that website and the manner in which the notice or document may be accessed by (1) sending such separate notice to Shareholders personally or by post, and/or (2) sending such separate notice to Shareholders' current addresses (which may be email addresses), and/or (3) by way of advertisement in an English daily newspaper in circulation in Singapore, 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.

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If the SGX-ST's listing rules are amended to allow listed issuers to obtain their shareholders' consent to receive notices and documents by implied consent, the Company will transmit notices and documents electronically using the implied consent regime, subject to such safeguards as may be prescribed by the SGX-ST. Nevertheless, if any Shareholder would like to receive physical copies of such notices and documents and makes a request to the Company, the Company will provide the Shareholder with the physical copies requested.

There is, however, 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.

- (m) **Article 156 (Article 150 of Existing Constitution).** Article 156, 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.

3.3.2 **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 to the effect that, subject to the provisions of the Companies Act and any other written law (including, but not limited to, written laws governing or relating to business or activity which is regulated, approved or authorised by the MAS) 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, with the prior approval of the MAS (where required), to undertake various business activities and enter into business transactions for the benefit of the Company and its Shareholders.

Notwithstanding the deletion of the existing objects clauses, the Company is regulated as a financial holding company and will still be required to comply with all applicable written law, including but not limited to the Companies Act, Banking Act and/or the Monetary Authority of Singapore Act, Chapter 186 (the "**MAS Act**") (and applicable related regulations), as well as 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

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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.

3.3.3 *Listing Manual*

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

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

- (a) **Article 7(A).** Article 7(A) is a new provision which provides that the rights attaching to shares of a class other than ordinary shares must be expressed in the constitution. This is in line with paragraph (1)(b) of Appendix 2.2 of the Listing Manual.
- (b) **Article 9 (Article 5(A) of Existing Constitution).** Article 9, which relates to preference shares, clarifies that preference shareholders shall have the right to vote where a meeting is convened for purposes of sanctioning a sale of the undertaking of *the Company*. This is in line with paragraph (1)(d) of Appendix 2.2 of the Listing Manual.
- (c) **Article 13(A) (Article 9(A) of Existing Constitution).** Article 13(A), which relates to the offer of new shares to members, makes it clear (*inter alia*) that, unless otherwise permitted under the listing rules of any stock exchange upon which shares in the Company may be listed, such shares shall, before issue, be offered to members in proportion to their existing shareholdings. This requirement is in line with paragraph (1)(f) of Appendix 2.2 of the Listing Manual.
- (d) **Article 38 (Article 34 of Existing Constitution).** Article 38, which relates to the Company's lien on shares, clarifies 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, in addition to such amount as the Company may be called upon by law to pay in respect of those shares. This clarification is in line with paragraph (3)(a) of Appendix 2.2 of the Listing Manual.
- (e) **Article 57 (Article 53 of Existing Constitution).** Article 57, which relates to notice of general meetings, clarifies that the requirement for at least 14 days' notice of any general meeting to be given by advertisement in an English daily newspaper in circulation in Singapore and in writing to any stock exchange upon which shares in the Company may be listed only applies so long as the shares in the Company are listed on any stock exchange. This is in line with paragraph (7) of Appendix 2.2 of the Listing Manual.
- (f) **Articles 67, 68, 69 and 70 (Articles 63, 64, 65 and 66 of Existing Constitution).** Article 67, 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 shall be voted by poll (unless such requirement is waived by the stock exchange). Consequential changes have been made to articles 68, 69 and 70. These changes are in line with Rule 730A of the Listing Manual.

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- (g) **Articles 98 and 101 (Articles 94 and 97 of Existing Constitution).** Article 98, which relates to the vacation of office of a Director in certain events, additionally provides that a Director shall cease to hold office 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 101, 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.
- (h) **Article 103 (Article 99 of Existing Constitution).** Article 103, which relates to the notice of intention to appoint a Director other than a Director retiring at a meeting, clarifies that such notice of intention, or notice from the person to be proposed giving his consent to the nomination and signifying his candidature for the office, must be lodged at the registered office of the Company not less than 11 nor more than 42 clear days before the date appointed for the meeting. This is in line with paragraph (9)(h) of Appendix 2.2 of the Listing Manual.
- (i) **Article 110 (Article 106 of Existing Constitution).** Article 110, which relates to when a Director is prohibited from voting in respect of contracts or arrangements in which he has an interest, provides that he cannot vote in respect of such contracts of arrangements in which he has any “personal material” interest, directly or indirectly. This is in line with paragraph (9)(e) of Appendix 2.2 of the Listing Manual.
- (j) **Article 111 (Article 107 of Existing Constitution).** Article 111, which relates to the proceedings of Directors in case of vacancies in their body, has additional provisions to make it clear that where the number of Directors is reduced to below the minimum number, the continuing Director(s) may, except in an emergency, act only for the purpose of filling up such vacancies or of summoning general meetings. This additional clarification is in line with paragraph (9)(k) of Appendix 2.2 of the Listing Manual.

3.3.4 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. The new article 158 specifies, *inter alia*, the purposes for which the Company and/or its agents and service providers would collect, use and disclose personal data of Shareholders and their appointed proxies or representatives.

3.3.5 General

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

- (a) **Articles 1, 6, 8, 44A and 44C (Articles 2, 3, 4, 40A and 40C of Existing Constitution).** References to the MAS in articles 6, 8, 44A and 44C (which relate to, *inter alia*, prescribed limits, issue of shares and circumstances when Directors may serve notice to obtain approval to hold shares or for the required disposal of shares) have been substituted with or updated to, additionally, include references to the Minister for Finance. Consequential new definitions of the MAS and Minister for Finance have also been introduced in article 1. This is in line with sections 15A, 15B, 15C, 15D, 15E and 16 of the Banking Act.

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- (b) **Articles 1, 6(A) and 44C (Articles 2, 3(A) and 40C of Existing Constitution).** Article 1, which is the interpretation section of the New Constitution, includes a new provision (stating that the expression “associate” shall have the meaning ascribed to it in the Banking Act) in substitution of the existing definition of “associate” in article 44C (being the interpretation section for articles 44A to 44C, which relate to, *inter alia*, circumstances when Directors may serve notice to obtain approval to hold shares or for the required disposal of shares). This is in line with the definition of “associate” under section 15B(4)(c) of the Banking Act, which was last amended in 2015. Consequential revisions have been made to article 6(A) (which relates to prescribed shareholding limits) and article 44C.
- (c) **Non-Voting Shares and Redeemable Shares.** The terms of the Non-Voting Shares and the Redeemable Shares under articles 6 and 6A of the Existing Constitution have been removed as all of the Non-Voting Shares and Redeemable Shares have been fully converted into Ordinary Shares or, as the case may be, fully redeemed and cancelled.
- (d) **Article 13(B) (Article 9(B) of Existing Constitution).** Article 13(B), which relates to the general mandate to issue shares, has been revised to substitute the reference to “MAS” with “the relevant stock exchange”, to make it clear that the Company shall comply with the provisions of the listing rules of any stock exchange upon which shares in the Company may be listed for the time being in force (unless such compliance is waived by the relevant stock exchange, instead of the MAS). This is in line with Rule 107 of the Listing Manual.
- (e) **Article 22(a) (Article 18(a) of Existing Constitution).** Article 22(a), which provides that the Company is not bound to register more than three persons as the holders of any share, states that this excludes the case of executors or trustees or, additionally, administrators, of the estate of a deceased member.
- (f) **Article 55 (Article 51 of Existing Constitution).** Article 55, which relates to the time-frame for holding AGMs, has been revised to make it clear that an AGM shall be held once in every year within a period of not more than 15 months after the last preceding AGM, but that this is save as otherwise permitted under the Companies Act. This will provide the Company with the flexibility, if the need to do so should arise, to apply for an extension of the 15-month period between AGMs in accordance with the provisions of the Companies Act, notwithstanding that the period may extend beyond the calendar year.
- (g) **Article 59 (Article 55 of Existing Constitution).** Article 59, which relates to the routine business that is transacted at an AGM, has been revised to:
- (i) expand the routine business items to include, in addition to the re-appointment of the retiring Auditor, the appointment of a new Auditor; and
 - (ii) clarify the types of Directors’ remuneration which will be subject to Shareholder approval as routine business.
- (h) **Articles 78 and 79 (Articles 74 and 75 of Existing Constitution).** Article 78, which relates to the execution of proxies, has new provisions to facilitate the appointment of a proxy through electronic means online. In particular, it provides that a Shareholder can elect to signify his approval for the appointment of a proxy via electronic communication, through such method and in such manner as may be approved by the Directors, in lieu of the present requirement of signing, or where applicable, the affixation of the corporate Shareholder’s common seal.

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For the purpose of accommodating the deposit by Shareholders, and receipt by the Company, of electronic proxy instructions by Shareholders who elect to use the electronic appointment process, article 79, 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.

- (i) **Articles 81 and 98 (Articles 77 and 94 of Existing Constitution).** These articles have been updated to substitute the references to insane persons and persons of unsound mind with references to persons who are mentally disordered and incapable of managing himself or his affairs, following the enactment of the Mental Health (Care and Treatment) Act, Chapter 178A, which repealed and replaced the Mental Disorders and Treatment Act.
- (j) **Articles 83 and 106(A) (Articles 79 and 102(A) of Existing Constitution).** Article 83, which relates to the number of Directors, has an additional provision to make it clear that the appointment and re-appointment of Directors are subject to the provisions of the Banking (Corporate Governance) Regulations 2005 (the “**Banking (Corporate Governance) Regulations**”). Consequential changes have been made to article 106(A), which relates to the appointment of alternate directors, to provide that such appointment is, additionally, subject to obtaining the MAS’ approval.
- (k) **Article 84(B) (Article 80(B) of Existing Constitution).** Article 84(B), which relates to the Nominating Committee’s function to identify candidates and review all nominations for specified positions in the Company, has been updated to include the position of Chief Risk Officer. This is in line with regulation 30 of the Banking (Corporate Governance) Regulations, which was amended in 2010 to provide that the Nominating Committee shall identify candidates and review all nominations for the appointment of a chief risk officer.
- (l) **Articles 92(A), 94, 112(A) and 115 (Articles 88(A), 90, 108(A) and 111 of Existing Constitution).** Articles 92(A), 94, 112(A) and 115, which relate to the appointment of one or more Directors to hold executive offices, the Chief Executive Officer, the Chairman and Vice Chairman and the meeting and proceedings of committees of Directors, have been updated to, additionally, clarify that these are subject to compliance with the Banking (Corporate Governance) Regulations.
- (m) **Articles 94, 95, 96 and 97 (Articles 90, 91, 92 and 93 of Existing Constitution).** Articles 94, 95, 96 and 97, which regulate the appointment, resignation, remuneration and power of the Chief Executive Officer, have been updated to expand the reference to “Chief Executive Officer” to also include a person holding an equivalent position.
- (n) **Articles 98 and 101 (Articles 94 and 97 of Existing Constitution).** Article 98, which relates to the vacation of office of a Director in certain events, additionally provides that a Director shall cease to hold office if the Company receives a directive from the MAS to remove the Director from office. Article 101, which relates to the filling of the office vacated by a retiring Director in certain default events, provides 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 under the MAS Act. These additional provisions will facilitate the operation of section 30AAI of the MAS Act.

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- (o) **Article 99 (Article 95 of Existing Constitution).** Article 99, 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 100 and are in addition to any Director retiring pursuant to article 105.
- (p) **Article 107(B) (Article 103(B) of Existing Constitution).** Article 107(B), which relates to participation in Directors' meetings by telephone or video conference, contains additional provisions regulating the proceedings at such meetings.
- (q) **New Article 143.** Article 143 is a new provision which empowers the Directors to issue free shares and/or to capitalise reserves for share-based incentive plans and non-executive Directors' remuneration.

3.4 **Appendices 1, 2 and 3.** The text of the principal provisions in the New Constitution which are significantly different from the equivalent provisions in the Existing Constitution, or which have been included in the New Constitution as new provisions, 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 3.3.2 above are set out in Appendix 2 to this Letter. The existing terms of the Non-Voting Shares and Redeemable Shares in the Existing Constitution which are proposed to be removed as described in paragraph 3.3.5(c) above are set out in Appendix 3 to this Letter. The proposed adoption of the New Constitution is subject to Shareholders' approval.

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

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

| Directors | Direct Interest | | Deemed Interest | | Total Interest | |
|------------------------------------|------------------------|------------------|------------------------|------------------|------------------------|------------------|
| | No. of Ordinary Shares | % ⁽¹⁾ | No. of Ordinary Shares | % ⁽¹⁾ | No. of Ordinary Shares | % ⁽¹⁾ |
| Peter Seah Lim Huat | 125,994 | 0.0050 | - | - | 125,994 | 0.0050 |
| Piyush Gupta | 962,007 | 0.0384 | 318,000 | 0.0127 | 1,280,007 | 0.0511 |
| Bart Joseph Broadman | 103,862 | 0.0041 | - | - | 103,862 | 0.0041 |
| Euleen Goh Yiu Kiang | 34,245 | 0.0014 | - | - | 34,245 | 0.0014 |
| Ho Tian Yee | 22,017 | 0.0009 | - | - | 22,017 | 0.0009 |
| Nihal Vijaya Devadas Kaviratne CBE | 9,865 | 0.0004 | - | - | 9,865 | 0.0004 |
| Ow Foong Pheng | 24,466 | 0.0010 | - | - | 24,466 | 0.0010 |
| Andre Sekulic | 11,611 | 0.0005 | - | - | 11,611 | 0.0005 |
| Danny Teoh Leong Kay | 25,966 | 0.0010 | 18,723 | 0.0008 | 44,689 | 0.0018 |

Note:

⁽¹⁾ Based on 2,505,162,749 issued Ordinary Shares (which excludes Ordinary Shares held in treasury) as at the Latest Practicable Date. Excludes interests in Ordinary Shares comprised in Awards.

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The interests of the Directors in Ordinary Shares comprised in outstanding Awards as at the Latest Practicable Date are as follows:

| Directors | No. of Ordinary Shares comprised in outstanding Awards |
|------------------------------------|---|
| Peter Seah Lim Huat | 7,639 |
| Piyush Gupta | 1,201,521 |
| Bart Joseph Broadman | 1,647 |
| Euleen Goh Yiu Kiang | 2,961 |
| Ho Tian Yee | 1,008 |
| Nihal Vijaya Devadas Kaviratne CBE | 1,364 |
| Ow Foong Pheng | - |
| Andre Sekulic | - |
| Danny Teoh Leong Kay | 2,256 |

4.2 **Substantial Shareholders' Interests.** The interests of the substantial Shareholders in the Ordinary Shares, as extracted from the Register of Substantial Shareholders, as at the Latest Practicable Date, are set out below:

| Substantial Shareholders | Direct Interest | | Deemed Interest | | Total Interest | |
|--------------------------|------------------------------|------------------|------------------------------|------------------|------------------------------|------------------|
| | No. of Ordinary Shares | % ⁽¹⁾ | No. of Ordinary Shares | % ⁽¹⁾ | No. of Ordinary Shares | % ⁽¹⁾ |
| Temasek | 284,145,301 | 11.34 | 466,423,409 ⁽²⁾ | 18.62 | 750,568,710 | 29.96 |
| Maju | 458,899,869 | 18.32 | - | - | 458,899,869 | 18.32 |

Notes:

⁽¹⁾ Based on 2,505,162,749 issued Ordinary Shares (which excludes Ordinary Shares held in treasury) as at the Latest Practicable Date.

⁽²⁾ As Maju is a wholly-owned subsidiary of Temasek, Temasek is deemed to be interested in all the Ordinary Shares held by Maju. In addition, Temasek is deemed to be interested in 7,523,540 Ordinary Shares in which its other subsidiaries and associated companies have or are deemed to have an interest pursuant to section 4 of the Securities and Futures Act, Chapter 289 (including interests held by DBS Trustee Limited ("DBST") and Fullerton Fund Management Company Ltd. ("FFMC")). Pursuant to rulings of the Securities Industry Council dated 6 June 2013 and 19 April 2010, the interests in Ordinary Shares held by DBST and FFMC are not aggregated with that of Temasek and Maju for the purposes of Rule 14 of the Take-over Code.

5. DIRECTORS' RECOMMENDATIONS

5.1 **The Proposed Renewal of the Share Purchase Mandate.** The Directors are of the opinion that the proposed renewal of the Share Purchase Mandate is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Ordinary Resolution No. 13, being the Ordinary Resolution relating to the proposed renewal of the Share Purchase Mandate to be proposed at the 2016 AGM.

5.2 **The Proposed Adoption of the 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. 14, being the Special Resolution relating to the proposed adoption of the New Constitution to be proposed at the 2016 AGM.

LETTER TO SHAREHOLDERS

6. INSPECTION OF DOCUMENTS

The following documents are available for inspection at the registered office of the Company at 12 Marina Boulevard, Marina Bay Financial Centre Tower 3, Singapore 018982 during normal business hours from the date of this Letter up to the date of the 2016 AGM:

- (a) the consolidated financial statements of the Company and its subsidiaries for the financial year ended 31 December 2015;
- (b) the Existing Constitution;
- (c) the proposed New Constitution; and
- (d) the 2015 Circular.

7. 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.

Yours faithfully
for and on behalf of
the Board of Directors of
DBS GROUP HOLDINGS LTD

PETER SEAH LIM HUAT
CHAIRMAN

APPENDIX 1

THE PRINCIPAL PROVISIONS IN THE NEW CONSTITUTION WHICH ARE SIGNIFICANTLY DIFFERENT FROM 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 presents~~this Constitution (if not inconsistent with the subject or context) the words and expressions set out in the first column below shall bear the meanings set opposite to them respectively. Interpretation

| | |
|--|--|
| <u>“Act”</u> | The Companies Act, Chapter 50. |
| <u>“the Company”</u> | DBS Group Holdings Ltd. |
| <u>“this Constitution”</u> | <u>This Constitution as from time to time altered.</u> |
| <u>“in writing”</u> | Written or produced by any substitute for writing or partly one and partly another <u>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 Statutes) any representation or reproduction of words, symbols or other information which may be displayed in a visible form, whether in a physical document or in an electronic communication or form or otherwise howsoever.</u> |
| <u>“market day”</u> | A day on which the Singapore Exchange Securities-Trading Limited <u>any stock exchange upon which shares in the Company may be listed</u> is open for trading in securities. |
| <u>“MAS”</u> | The Monetary Authority of Singapore. |
| <u>“Minister”</u> | The Minister for Finance (Singapore). |
| <u>“Month month”</u> | Calendar month. |
| <u>“Office”</u> | The registered office of the Company for the time being. |
| <u>“Paidpaid”</u> | Paid or credited as paid. |
| <u>“registered address”</u> <u>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> |

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| | |
|------------------|---|
| “Seal” | The Common Seal of the Company. |
| “the Statutes” | The Act and every other Act for the time being in force concerning companies and affecting the Company. |
| “these presents” | These Articles of Association as from time to time altered. |
| “Year” | Calendar year. |

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.

The expression “associate” shall have the meaning ascribed to it in the Banking Act, Chapter 19.

References in ~~these presents~~ this Constitution to “holders” of shares or a class of shares shall:-

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

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

References in ~~these presents~~ this Constitution to “member” shall, where the Act requires, exclude the Company where it is a member by reason of its holding of its shares as treasury shares.

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

All such of the provisions of ~~these presents~~ this Constitution as are applicable to paid-up shares shall apply to stock, and the words “share” and “shareholder” shall be construed accordingly.

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

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

Subject as aforesaid any words or expression defined in the Act shall (if not inconsistent with the subject or context) bear the same meanings in ~~these presents~~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 ~~these presents~~this Constitution.

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

2. Article 6

~~36.~~ (A) Subject to ~~Article 3~~Article 6(B), no person may, without first obtaining the approval of the ~~Monetary Authority of Singapore~~Minister:-

Prescribed
Limits

- (ia) hold a substantial shareholding in the Company (as defined in Section 81(1) of the Act);
- (iib) whether acting alone or together with his associates ~~(as defined in Article 40C(A))~~, hold a controlling interest in the Company; and
- (iiic) whether acting alone or together with his associates, hold an interest in the voting shares in the Company in excess of such other shareholding limits as the ~~Monetary Authority of Singapore~~MAS and/or the Minister may from time to time prescribe.

The limits prescribed in sub-paragraphs (ia), (iib) and (iiic) above are hereinafter referred to in ~~these presents~~this Constitution as the "Prescribed Limits".

For the purposes of ~~Article 3~~Article 6(A)(iib), a person shall be deemed to hold a controlling interest in the Company if that person, singly or together with his associates, holds, or is in the position to control, 20 per cent. or more of the voting shares of the Company.

(B) Notwithstanding any other provision of ~~these presents~~this Constitution, such person or persons approved by the ~~Monetary Authority of Singapore~~Minister (each, a "Permitted Person") shall be entitled to have an interest in the voting shares in the Company which reaches or exceeds any of the Prescribed Limits, subject to such terms and conditions as may be imposed by the ~~Monetary Authority of Singapore~~MAS and/or the Minister. Any person or persons who have an interest in the voting shares in the Company which reaches or exceeds any of the Prescribed Limits shall submit to the Company evidence of such approval as the Directors may reasonably require.

Approval from
Minister

APPENDIX 1

3. Articles 7(A) and 7(B)

7. (A) The rights attaching to shares of a class other than ordinary shares shall be expressed in this Constitution.

Shares of a class other than ordinary shares

(B) The Company may issue shares for which no consideration is payable to the Company.

Issue of shares for no consideration

4. Article 8

48. ~~Subject to these presents~~the Statutes and this Constitution, no shares may be issued by the Directors without the prior approval of the Company in General Meeting but subject thereto and to ~~Article 9~~article 13 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 shares 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:-

Issue of shares

- (a) ~~except with the prior approval of the Monetary Authority of Singapore~~Minister or except as permitted in ~~Article 3~~by article 6(B), no shares shall be issued to a person if, in the opinion of the Directors, such issue would result in a person or, as the case may be, in a person together with his associates, having an interest, directly or indirectly, in the voting shares in the Company for the time being which reaches or exceeds any of the Prescribed Limits (as defined in ~~Article 3~~article 6(A));
- (b) (subject to any direction to the contrary that may be given by the Company in General Meeting) any issue of shares for cash to members holding shares of any class shall be offered to such members in proportion as nearly as may be to the number of shares of such class then held by them and the provisions of the second sentence of ~~Article 9~~article 13(A) with such adaptations as are necessary shall apply; and
- (c) any other issue of shares, the aggregate of which would exceed the limits referred to in ~~Article 9~~article 13(B), shall be subject to the approval of the Company in General Meeting.

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5. Article 9

59. (A) Preference shares may be issued subject to such limitation thereof as may be prescribed by any ~~Stock Exchange~~ stock exchange upon which shares in the Company may be listed. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports and balance sheets and attending General Meetings of the Company, and preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding-up or sanctioning a sale of the undertaking of the Company or where the proposal to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six months in arrear.

Preference shares

6. Articles 13(A) and (B)

913. (A) 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 shares shall before issue be offered to such persons who as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as ~~nearly~~ far as the circumstances admit, to the number of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this ~~Article 9~~ article 13(A).

Offer of new shares to members

(B) Notwithstanding ~~Article 9~~ article 13(A) above, the Company may by Ordinary Resolution in General Meeting give to the Directors a general authority, either unconditionally or subject to such conditions as may be specified in the Ordinary Resolution, to:-

General authority

- (a) (i) issue shares ~~in the capital~~ of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; and
- (b) (notwithstanding the authority conferred by the Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the Ordinary Resolution was in force,

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~~provided~~ Provided always that:-

- (1) the aggregate number of shares to be issued pursuant to the Ordinary Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to the Ordinary Resolution) shall be subject to such limits and manner of calculation as may be prescribed by ~~the Singapore Exchange Securities Trading Limited~~ any stock exchange upon which shares in the Company may be listed;
- (2) in exercising the authority conferred by the Ordinary Resolution, the Company shall comply with the provisions of the ~~Listing Manual of the Singapore Exchange Securities Trading Limited~~ listing rules of any stock exchange upon which shares in the Company may be listed for the time being in force (unless such compliance is waived by the ~~Monetary Authority of Singapore~~ relevant stock exchange) and ~~these present~~ this ~~Constitution~~; and
- (3) (unless revoked or varied by the Company in General Meeting) the authority conferred by the Ordinary Resolution shall not continue in force beyond the conclusion of the Annual General Meeting of the Company next following the passing of the Ordinary Resolution, or the date by which such Annual General Meeting of the Company is required by law to be held, or the expiration of such other period as may be prescribed by the Statutes (whichever is the earliest).

7. Article 14

1014. (A) The Company may by Ordinary Resolution:-

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

Power to consolidate, sub-divide and redenominate shares

(eB) The Company may by Special Resolution, subject to the provisions of and in accordance with the Statutes, convert any one class of shares into any other another class of shares.

Power to convert shares

APPENDIX 1

8. Article 21

1721. Every share certificate shall be issued under the Seal and shall specify the number and class of shares to which it relates ~~and, whether the amount~~ shares are fully or partly paid up, and the amount (if any) unpaid thereon and shall bear the autographic or facsimile signatures of one Director and the Secretary or a second Director or some other person appointed by the Directors. The facsimile signatures may be reproduced by mechanical, electronic or other method approved by the Directors. No certificate shall be issued representing shares of more than one class.

Share certificates

9. Article 22(a)

1822. Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint tenants with benefit of survivorship subject to the following provisions:-

Joint holders

- (a) the Company shall not be bound to register more than three persons as the registered joint holders of any share, except in the case of executors or administrators (or trustees) of the estate of a deceased shareholder;
- (b) ...
- (c) ...
- (d) ...

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10. Article 38

~~34~~38. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such share and for all moneys and dividends from time to time declared in respect of such shares. Such lien shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay in respect of the shares of the member or deceased member. The Directors may waive any lien which has arisen and may resolve that any share shall for some limited period be exempt wholly or partially from the provisions of this ~~Article~~ article.

Company to have paramount lien

11. Article 44A

~~40A~~44A. (A) The Directors shall, if it shall come to their notice that:-

- (a) any person or, as the case may be, any person together with his associates (other than a Permitted Person as defined in ~~Article 3(C)~~ article 6(B)) has an interest in the voting shares of the Company, in excess of any of the Prescribed Limits without the prior approval of the ~~Monetary Authority of Singapore~~ Minister and that one or more persons is or has become a Relevant Person; or
- (b) any person is in breach of any of the conditions imposed by the ~~Monetary Authority of Singapore~~ Minister in relation to the holding of the Affected Shares,

When Directors may serve notice to obtain approval to hold Affected Shares

serve a notice in writing on such Relevant Person requiring such Relevant Person to obtain the approval of the ~~Monetary Authority of Singapore~~ Minister to continue to hold such interest in the Affected Shares. If such approval is not obtained or is not obtained within 14 days from the date of the notice, the Directors shall take such action in respect of the Affected Shares as may be directed by the ~~Monetary Authority of Singapore~~ Minister, including but not limited to the following:-

- (i) to require the disposal of the Affected Shares within such period as may be specified by the ~~Monetary Authority of Singapore~~ Minister;
- (ii) pending the disposal of the Affected Shares, to suspend the voting rights in respect of the Affected Shares; and/or
- (iii) to restrict the transfer of the Affected Shares.

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(B) The Directors:-

- (a) may, if a declaration made or any evidence or information furnished pursuant to ~~Article 40~~article 44(B)(e) or ~~40~~44(C) contains any statement which is false or incorrect in any material particular; and
- (b) shall, if a disposal of the Affected Shares is required pursuant to ~~Article 40~~article 44A(A)(i),

When Directors may serve notice for Required Disposal of Affected Shares

at any time serve a notice in writing on the Relevant Person (or, where applicable, any person in whose holding of voting shares in the Company the Relevant Person has an interest (the "Relevant Nominee")) requiring that the Relevant Person or the Relevant Nominee, as the case may be, effects a Required Disposal of the Affected Shares within 21 days of the giving of the notice (or such other period as may be specified by the ~~Monetary Authority of Singapore~~Minister) to a person who is qualified to have an interest in the Affected Shares. The Directors may extend the period in which any such notice is required to be complied with and may withdraw any such notice (whether before or after the expiration of the period referred to) if it appears to them that the Relevant Person no longer has an interest in shares in the Company reaching or exceeding the relevant Prescribed Limit.

(C) After the giving of such notice and save for the purpose of a Required Disposal under this ~~Article 40~~article 44A, no transfer of, or any dealing in, any of the Affected Shares may be made until either the notice is withdrawn or a Required Disposal has been made to the satisfaction of the Directors.

No transfer until notice withdrawn or Required Disposal made

(D) If a notice given under paragraph (B) is not complied with in all respects to the satisfaction of the Directors and has not been withdrawn, the Directors may arrange for the Company to effect a Required Disposal (or procure that a Required Disposal is made) of the Affected Shares or any part thereof. For this purpose, the Relevant Person or Relevant Nominee, as the case may be, shall be deemed to have irrevocably and unconditionally authorised the Directors to make such Required Disposal. The manner, timing and terms of any such Required Disposal made or sought to be made by the Directors (including but not limited to the price or prices at which the same is made and to the extent to which assurance is obtained that no transferee or purchaser is or would become a Relevant Person), shall be such as the Directors may determine, in their sole discretion, to be reasonably practicable having regard to all the circumstances and the Directors shall not be liable to any person in consequence of any action taken or procured to be taken by the Directors or the Company.

Directors may arrange for Required Disposal if notice not complied with

(E) For the purpose of effecting any Required Disposal, the Directors may authorise in writing some person to execute or effect on behalf of the Relevant Person or Relevant Nominee, as the case may be, a transfer or transfers (if required) of any of the Affected Shares to any purchaser or purchasers and may (if required) issue new share certificates to the purchaser or purchasers, notwithstanding the absence of any share certificate in respect of the Affected Shares. Upon the sale by the Company of any of the Affected Shares, the share certificates relating thereto (if applicable) may (if required) be cancelled by the Company to the extent of the Affected Shares sold and the Company may (if necessary) issue replacement share certificates for the balance (if any) of the shares comprised in such share certificates relating to the Affected Shares. The title of the purchaser or purchasers shall not be affected by any irregularity or invalidity in the proceedings relating thereto.

Directors may authorise person to execute transfer of Affected Shares

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(F) The net proceeds of the disposal of any Affected Shares shall be received by the Company whose receipt shall be a good discharge for the purchase moneys and shall be paid by the Company (after deduction of any expenses incurred by the Directors in the sale) to the Relevant Person or Relevant Nominee, as the case may be, (in the case of joint holders, the first of them named in the Register of Members or, as the case may be, the Depository Register) upon surrender (if required) of the certificates for such Affected Shares but such proceeds shall under no circumstances carry interest against the Company.

Net proceeds of disposal to be received by Company and paid to Relevant Person or Relevant Nominee

(G) If in relation to a Required Disposal to be made pursuant to the provisions hereof, the Directors are entitled to give notice to more than one person pursuant to the provisions of paragraph (B) above, it shall be for the Directors to decide the persons and (if more than one person, the proportion of) the Affected Shares which shall be the subject of such notice, and in making any such decision, the Directors shall apply such criterion or criteria as they shall consider appropriate and their decision shall be final and conclusive.

Directors may decide which persons to be given notice and proportion of Affected Shares for each notice

(H) For the purposes of this ~~Article 40~~article 44A:-

Definitions

- (a) the expression "Required Disposal" means a disposal or disposals of such number of shares or interest therein as would cause a Relevant Person to cease to be a Relevant Person, not being a disposal to any Relevant Person or a disposal which would cause any other person to be a Relevant Person;
- (b) the expression "Relevant Person" means (i) any person who appears to the Directors to have an interest in voting shares in the Company which, alone or when aggregated with voting shares in the Company in which such person's associates have an interest, has reached or exceeded any of the Prescribed Limits and/or (ii) any person who is in breach of any of the conditions imposed by the ~~Monetary Authority of Singapore~~Minister in relation to the holding of the Affected Shares; and
- (c) the expression "Affected Shares" means that number of voting shares comprised in a holding of voting shares in the Company in which a Relevant Person has an interest which, by reason of that number of voting shares, would cause the holding of voting shares in which a Relevant Person has an interest, whether alone or when aggregated with voting shares in the Company in which such person's associates have an interest, to reach or exceed any of the Prescribed Limits.

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12. Article 44C

40C44C. (A) In these presents:- Interpretation

- (a) the word "associate" in relation to a person shall mean:-
- (i) the person's spouse or a parent or remoter lineal ancestor, son, daughter or remoter issue, brother or sister of the person;
 - (ii) any partner of the person;
 - (iii) any corporation of which the person is an officer;
 - (iv) (where the person is a corporation), any officer of the corporation;
 - (v) any employee or employer of the person;
 - (vi) any officer of any corporation of which the person is an officer;
 - (vii) any employee of a natural person of whom the person is an employee;
 - (viii) any corporation whose directors are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the person or, where the person is a corporation, of the directors of the person;
 - (ix) any corporation in accordance with the directions, instructions or wishes of which, or of the directors of which, the person is accustomed or under an obligation, whether formal or informal, to act;
 - (x) any corporation in which the person who is in a position to control not less than 20 per cent. of the voting power in the corporation; and
 - (xi) (where the person is a corporation), a person who is in a position to control not less than 20 per cent. of the voting power in the corporation;

and/or such other person as may be prescribed by the Monetary Authority of Singapore; and

(b) In this Constitution, for the purposes of determining whether a person has any interest in the voting shares in the Company, the Directors shall take into consideration the meaning assigned to the term "interest in shares" by Section 7 of the Act.

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(B) Any resolution or determination of, or decision or exercise of any discretion or power by, the Directors or any Director or under or pursuant to the provisions of ~~Articles 40~~articles 44A to ~~40~~44C (including, without prejudice to the generality of the foregoing, as to the manner, timing and terms of any Required Disposal made by the Directors under ~~Article 40~~article 44A(D) above) shall be final and conclusive; and any disposal or transfer made, or other thing done, by or on behalf of, or on the authority of, the Directors or any Director pursuant to the foregoing provisions of ~~Articles 40~~articles 44A to ~~40~~44C shall be conclusive and binding on all persons concerned and shall not be open to challenge, whether as to its validity or otherwise on any ground whatsoever. The Directors shall not be required to give any reasons for any decision, determination or declaration taken or made in accordance with ~~Articles 40~~articles 44A to ~~40~~44C.

Decision by Directors
final and conclusive

13. Article 55

5155. ~~As~~Save as otherwise permitted under the Act, an Annual General Meeting shall be held once in every year, at such time (within a period of not more than 15 months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings.

Annual general
meeting and
extraordinary
general meeting

14. Article 57

5357. Any General Meeting at which it is proposed to pass a Special Resolution or (save as provided by the Statutes) a resolution of which special notice has been given to the Company, shall be called by 21 days' notice in writing at the least and an Annual General Meeting and any other Extraordinary General Meeting by 14 days' notice in writing at the least. The period of notice shall in each case be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held and shall be given in the manner hereinafter mentioned to all members other than such as are not under the provisions of ~~these presents~~this Constitution and the Act entitled to receive such notices from the Company; Provided always 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:—

Notice of general
meeting

- (a) in the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of an Extraordinary General Meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority together holding not less than 95 per cent. of the total voting rights of all the members having a right to vote at that meeting,

Provided also that the accidental omission to give notice to or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any General Meeting. ~~At~~So long as the shares in the Company are listed on any stock exchange, at least 14 days' notice of any General Meeting shall be given by advertisement in an English daily newspaper in circulation in Singapore and in writing to any stock exchange upon which shares in the Company may be listed.

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15. Article 59

5559. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:- Routine business

- (a) declaring dividends;
- (b) receiving and adopting the ~~accounts~~financial statements, the ~~reports of the Directors' statement, the Auditor's report and Auditors~~ and other documents required to be attached or ~~annexed~~ to the accounts/financial statements;
- (c) appointing or re-appointing Directors to fill vacancies arising at the meeting on retirement whether by rotation or otherwise;
- (d) ~~appointing or re-appointing the retiring Auditors (unless they were last appointed otherwise than by the Company in General Meeting)~~Auditor;
- (e) fixing the remuneration of the ~~Auditors~~Auditor or determining the manner in which such remuneration is to be fixed; and
- (f) fixing the remuneration of the Directors proposed to be paid in respect of their office as such under Article 82/article 86 and/ or article 87(A).

16. Articles 67, 68, 69 and 70

6367. (A) If required by the listing rules of any stock exchange upon which shares in the Company may be listed, all resolutions at General Meetings shall be voted by poll (unless such requirement is waived by the stock exchange). Mandatory polling

(B) ~~At~~Subject to article 67(A), 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 by:- Method of voting where mandatory polling not required

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

APPENDIX 1

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

64. ~~A demand for a poll made pursuant to this article 67(B) may be withdrawn only with the approval of the meeting chairman of the meeting, and any such demand shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded. Unless a poll is required demanded a declaration by the chairman of the meeting 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 that fact without proof of the number or proportion of the votes recorded for or against such resolution. If a poll is required, it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the chairman of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.~~

68. ~~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 of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken. The chairman of the meeting may (and, if required by the listing rules of any stock exchange upon which shares in the Company may be listed or if so directed by the meeting, shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.~~

Taking a poll

69. ~~A poll on the choice of a chairman or on a question of adjournment shall be taken immediately. A poll on any other question shall be taken either immediately or at such subsequent time (not being more than 30 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.~~

Timing for taking a poll

6570. ~~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 the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote.~~

Casting vote of chairman

66. ~~A poll demanded on any question shall be taken either immediately or at such subsequent time (not being more than 30 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. The demand for a poll 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.~~

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17. Article 71

~~67~~71. Subject and without prejudice 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 6A~~Article 15(C), 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:-

How members may vote

- (a) on a poll, have one vote for every share which he holds or represents; and
- (b) on a show of hands, have one vote ~~(provided, Provided always that:-~~
 - (i) in the case of a member who is not a relevant intermediary and who is represented by two proxies, only one of the two proxies as determined by that member or, failing such determination, by the ~~Chairman~~chairman of the meeting (or by a person authorised by him) in his sole discretion shall be entitled to vote on a show of hands}; and ~~on a poll, every member who is present in person or by proxy shall have one vote for every share which he holds or represents~~
 - (ii) in the case of a member who is a relevant intermediary and who is represented by two or more proxies, each proxy shall be entitled to vote on a show of hands.

For the purpose of determining the number of votes which a member, being a Depositor, or his proxy may cast at any General Meeting on a poll, the reference to shares held or represented shall, in relation to shares of that Depositor, be the number of shares entered against his name in the Depository Register as at ~~48~~72 hours before the time of the relevant General Meeting as certified by the Depository to the Company.

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18. Article 77

~~7377.~~ (A) ~~Save as otherwise provided in the Act:-~~

Appointment of proxies

(a) ~~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~~

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

(B) ~~In any case where~~ ~~provided that if the member is a Depositor, the Company shall be entitled and bound:-~~

Shares entered in Depository Register

(a) to reject any instrument of proxy lodged ~~if the~~ ~~by that~~ Depositor ~~if he~~ is not shown to have any 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; and

(b) to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by ~~the~~ ~~that~~ 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 ~~4872~~ 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.

(BC) 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.

Notes and instructions

(C) ~~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.~~

(D) A proxy need not be a member of the Company.

Proxy need not be a member

APPENDIX 1

19. Article 78

7478. (A) 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:-

Execution of proxies

- (a) in the case of an individual, shall be:-
 - (i) signed by the appointor or his attorney if the instrument is delivered personally or sent by post; or
 - (ii) authorised by that individual through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication; and
- (b) in the case of a corporation, shall be:-
 - (i) 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
 - (ii) authorised by that corporation through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication.

The Directors may, for the purposes of articles 78(A)(a)(ii) and 78(A)(b)(ii), designate procedures for authenticating any such instrument, and any such instrument not so authenticated by use of such procedures shall be deemed not to have been received by the Company.

(B) 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 ~~the next following Article~~ article 79(A), failing which the instrument may be treated as invalid.

Witness and authority

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

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

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

as contemplated in articles 78(A)(a)(ii) and 78(A)(b)(ii) for application to such members or class of members as they may determine. Where the Directors do not so approve and designate in relation to a member (whether of a class or otherwise), article 78(A)(a)(i) and/or (as the case may be) article 78(A)(b)(i) shall apply.

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20. Article 79

7579. (A) An instrument appointing a proxy:- Deposit of proxies

(a) if sent personally or by post, must be left at such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified, at the Office); or

(b) 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 4872 hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) 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 79 for the purposes of any meeting shall not ~~require~~ be required again to be delivered for the purposes of any subsequent meeting to which it relates.

(B) 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 79(A)(b). Where the Directors do not so specify in relation to a member (whether of a class or otherwise), article 79(A)(a) shall apply. Directors may specify means for electronic communications

21. Article 81

7781. A vote cast by proxy shall not be invalidated by the previous death or ~~insanity~~ mental disorder of the principal or by the revocation of the appointment of the proxy or of the authority under which the appointment was made ~~provided,~~ Provided always that no intimation in writing of such death, ~~insanity~~ mental disorder or revocation shall have been received by the Company at the Office at least one hour before the commencement of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast. Intervening death or mental disorder

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22. Article 83

~~7983.~~ The Directors, all of whom shall be natural persons, shall not be less than two in number. All appointments and re-appointments of Directors shall be subject to the provisions of the Banking (Corporate Governance) Regulations 2005, as modified from time to time (the "Banking (Corporate Governance) Regulations").

Number of Directors /
appointment of
Directors

23. Article 84(B)

~~8084.~~ (A) ...

(B) The functions of the Nominating Committee shall be to identify candidates and review all nominations by the Board of Directors, any Director or any member or members of the Company or otherwise, for the following positions in the Company:–

Functions of
Nominating
Committee

- (a) Director or alternate Director (whether for appointment or re-appointment, election or re-election);
- (b) membership of each Board committee (including the Executive Committee); and
- (c) senior management of the Company including the Chief Executive Officer, Deputy Chief Executive Officer ~~and~~ Chief Financial Officer, and Chief Risk Officer,

and such other functions and responsibilities as shall be prescribed under the Banking (Corporate Governance) Regulations.

24. Article 91

~~8791.~~ A Director who holds any office or possesses any property whereby whether directly or indirectly duties or interests might be created in conflict with his duties or interests as Director, shall declare the fact and the nature, character and extent of the conflict at a meeting of the Directors of the Company, or send a written notice to the Company setting out the fact and the nature, character and extent of the conflict, in accordance with the Act.

Director to declare
conflicts of interests

APPENDIX 1

25. Article 92(A)

~~88~~92. (A) The Directors may, subject to ~~Article 80~~ article 84 and the Banking (Corporate Governance) Regulations, 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 Vice Chairman) on such terms and for such period as they may (subject to the provisions of the Statutes) determine and, without prejudice to the terms of any contract entered into in any particular case, may at any time revoke any such appointment.

Directors may hold executive offices

(B) ...

(C) ...

26. Article 94

9094. The Directors may, subject to ~~Article 80~~ article 84 and the Banking (Corporate Governance) Regulations, from time to time appoint one of their body to be Chief Executive Officer (or other equivalent position) of the Company and may from time to time (subject to the provisions of any contract between him and the Company) remove or dismiss him from office and appoint another in his place. Where an appointment is for a fixed term such term shall not exceed five years.

Appointment of Chief Executive Officer

27. Article 95

9195. A Chief Executive Officer (or person holding an equivalent position) who is also a Director shall be subject to the same provisions as to retirement by rotation, resignation and removal as the other Directors of the Company.

Retirement, removal and resignation of Chief Executive Officer

28. Article 96

9296. The remuneration of a Chief Executive Officer (or person holding an equivalent position) shall from time to time be fixed by the Directors and may subject to ~~these presents~~ this Constitution be by way of salary or commission or participation in profits or by any or all these modes but he shall not under any circumstances be remunerated by a commission on or a percentage of turnover.

Remuneration of the Chief Executive Officer

APPENDIX 1

29. Article 97

9397. A Chief Executive Officer (or person holding an equivalent position) shall at all times be subject to the control of the Directors but subject thereto the Directors may from time to time entrust to and confer upon a Chief Executive Officer (or person holding an equivalent position) for the time being such of the powers exercisable under ~~these presents~~this Constitution by the Directors as they may think fit and may confer such powers for such time and to be exercised on such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

Powers of the Chief Executive Officer

30. Article 98

9498. The office of a Director shall be vacated in any of the following events, namely:-

When office of Director to be vacated

- (a) if he shall become prohibited by law from acting as a Director or if the Company receives a directive from the MAS to remove the Director from office; or
- (b) if he shall become disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds; or
- (~~b~~c) if (not being a Director holding any executive office for a fixed term) he shall resign by writing under his hand left at the Office or if he shall in writing offer to resign and the Directors shall resolve to accept such offer; or
- (~~c~~d) if he shall have a ~~receiving~~bankruptcy order made against him ~~or if he shall compound~~make any arrangement or composition with his creditors generally; or
- (~~d~~e) if he becomes ~~of unsound mind~~mentally disordered and incapable of managing himself or his affairs or if in Singapore or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs; or
- (~~e~~f) if he is removed by the Company in General Meeting pursuant to ~~these presents~~this Constitution.

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31. Article 99

9599. 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 100, shall retire from office by rotation (in addition to any Director retiring pursuant to article 105).

Retirement of
Directors by rotation

32. Article 101

97101. The Company at the meeting at which a Director retires under any provision of ~~these presents~~ this Constitution may, subject to ~~Article 80~~ article 84, by Ordinary Resolution fill the office being vacated by electing thereto the retiring Director or some other person eligible for appointment. In default the retiring Director shall, subject to ~~Article 80~~ article 84, be deemed to have been re-elected except in any of the following cases:–

Filling vacated office

- (a) where at such meeting it is expressly resolved not to fill such office or a resolution for the re-election of such Director is put to the meeting and lost;
- (b) where such Director is disqualified under the Act or the Monetary Authority of Singapore Act, Chapter 186 from holding office as a Director or has given notice in writing to the Company that he is unwilling to be re-elected;
- (c) where such Director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds;
or
- (~~e~~) where the default is due to the moving of a resolution in contravention of the next following ~~Article;~~ or article.
- (~~d~~) ~~where such Director has attained any retiring age applicable to him as Director.~~

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

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33. Article 103

~~99~~103. No person other than a Director retiring at a General Meeting shall, unless recommended by the Directors for election, be eligible for appointment as a Director at any General Meeting unless, subject to ~~Article 80~~article 84, not less than 11 clear days nor more than 42 clear days (~~inclusive~~exclusive of the date on which the notice is given) before the date appointed for the meeting there shall have been lodged at the Office notice in writing signed by some member (other than the person to be proposed) duly qualified to attend and vote at the General Meeting for which such notice is given of his intention to propose such person for election ~~and also~~or notice in writing signed by the person to be proposed ~~of his willingness to be elected~~giving his consent to the nomination and signifying his candidature for the office, Provided always that, subject to ~~Article 80~~article 84, in the case of a person recommended by the Directors for election not less than nine clear days' notice shall be necessary and notice of each and every such person shall be served on the members at least seven days prior to the meeting at which the election is to take place.

Notice of intention to appoint Director

34. Article 106(A)

~~102~~106. (A) Any Director may, subject to ~~Article 80~~article 84, at any time by writing under his hand and deposited at the Office, or delivered at a meeting of the Directors, appoint any person (other than another Director) to be his alternate Director and may in like manner at any time terminate such appointment. ~~Such~~Subject to obtaining the MAS' prior approval, such appointment shall take effect upon the nomination of such alternate Director being approved by the Nominating Committee pursuant to ~~Article 80~~article 84 and approved by the Directors. A person shall not act as alternate Director to more than one Director at the same time.

Appointment of alternate Directors

35. Article 107(B)

~~103~~107. (A) ...

(B) 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 108, all resolutions agreed by the Directors in such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Directors duly convened and held. A meeting conducted by means of a conference telephone or similar communications equipment as aforesaid is deemed to be held at the place agreed upon by the Directors attending the meeting. Provided always that at least one of the Directors present at the meeting was at that place for the duration of the meeting.

Participation by telephone or video conference

APPENDIX 1

36. Article 110

~~106~~110. A Director shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which he 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.

Directors not to vote on transactions in which they have an interest

37. Article 111

~~107~~111. The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with ~~these presents~~this Constitution the continuing Directors or Director may, subject to ~~Article 80~~article 84, act for the purpose of filling up such vacancies or of summoning General Meetings, but not for any other purpose (except in an emergency). If there be no Directors or Director able or willing to act, then any two members may, subject to ~~Article 80~~article 84, summon a General Meeting for the purpose of appointing Directors.

Proceedings in case of vacancies

38. Article 112(A)

~~108~~112. (A) ~~The~~Subject to the Banking (Corporate Governance) Regulations, the Directors may elect from their number a Chairman and a Vice Chairman (or two or more Vice Chairmen) and determine the period for which each is to hold office. If no Chairman or Vice Chairman shall have been appointed or if at any meeting of the Directors no Chairman or Vice Chairman shall be present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be chairman of the meeting.

Chairman and Vice Chairman

(B) ...

39. Article 115

~~111~~115. The meetings and proceedings of any such committee (and for the avoidance of doubt, the Nominating Committee) consisting of two or more members shall be governed *mutatis mutandis* by the provisions of ~~these presents~~this Constitution regulating the meetings and proceedings of the Directors, subject to ~~Article 80~~article 84 and so far as the same are not superseded by any regulations made by the Directors under the last preceding ~~Article~~article or (if applicable) the provisions of the Banking (Corporate Governance) Regulations.

Proceedings at committee meetings

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40. Article 118

~~114~~118. The business and affairs of the Company shall be managed by, or under the direction or supervision of, the Directors. The Directors may exercise all such powers of the Company as are not by the Statutes or by ~~these presents~~this Constitution required to be exercised by the Company in General Meeting. The Directors shall not carry into effect any proposals for selling or disposing of the whole or substantially the whole of the Company's undertaking unless such proposals have been approved by the Company in General Meeting. The general powers given by this ~~Article~~article shall not be limited or restricted by any special authority or power given to the Directors by any other ~~Article~~article.

General powers of Directors to manage Company's business

41. Article 127

~~123~~127. 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 or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the Directors or any committee which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed, or as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting. Any authentication or certification made pursuant to this ~~Article~~article may be made by any electronic means approved by the Directors from time to time for such purpose incorporating, if the Directors deem necessary, the use of security and/or identification procedures or devices approved by the Directors.

Power to authenticate documents

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42. Article 143

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

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

- (a) be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in General Meeting and on such terms as the Directors shall think fit; or
- (b) be held by or for the benefit of non-executive Directors as part of their remuneration under article 86 and/or article 87(A) 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 145

138145. 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. 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 permitted by the Act).

Presentation of financial statements

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44. Article 146

~~139~~146. 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 law to be ~~comprised therein or attached or annexed thereto~~), which is duly audited and which is to be laid before the Company in General Meeting accompanied by a copy of the Auditor's report thereon, shall not less than 14 days before the date of the meeting be sent to every member of, ~~and every holder of debentures of~~, the Company and to every other person who is entitled to receive notices of meetings from the Company under the provisions of the Statutes or of ~~these presents~~this Constitution; Provided always that:-

Copies of financial statements

- (a) 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 14 days before the date of the meeting if all persons entitled to receive notices of meetings from the Company so agree; and
- (b) this Articlearticle 146 shall not require a copy of these documents to be sent to more than one of any joint holders or to any person of whose address the Company is not aware, but any member ~~or holder of debentures~~ 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.

45. Article 149

~~142~~149. (A) 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 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.

Service of notices

~~142A:~~ (B) Without prejudice to the provisions of ~~Article 142~~article 149(A), 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 presents~~this Constitution by the Company, or by the Directors, to a member ~~or an officer or Auditor of the Company~~ may be given, sent or served using electronic communications:-

Electronic communications

APPENDIX 1

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

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

(C) If permitted by the prevailing listing rules of any stock exchange upon which shares in the Company may be listed, for the purposes of article 149(B) above, a member shall be deemed to have agreed to receive such notice or document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such notice or document.

Implied consent

(D) For the purposes of article 149(B) above, if the Company is not permitted by the prevailing listing rules of any stock exchange upon which shares in the Company may be listed, to regard a member as having deemed to have agreed to receive such notice or document by way of such electronic communications in the manner prescribed under article 149(C), a member shall be given an opportunity to elect within a specified period of time whether to receive such notice or document by way of electronic communications or as a physical copy, and a member shall be deemed to have consented to receive such notice or document by way of electronic communications if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have a right to receive a physical copy of such notice or document.

Deemed consent

(E) 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 Statutes and/or any other applicable regulations or procedures. Where a notice or document is given, sent or served by electronic communications:-

When notice given by electronic communications deemed served

- (a) to the current address of a person pursuant to article 149(B) (a), it shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of such person (notwithstanding any delayed receipt, non-delivery or "returned mail" reply message or any other error message indicating that the electronic communication was delayed or not successfully sent), unless otherwise provided under the Act and/or any other applicable regulations or procedures; and
- (b) by making it available on a website pursuant to article 149(B) (b), it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, unless otherwise provided under the Act and/or any other applicable regulations or procedures.

APPENDIX 1

(F) Where a notice or document is given, sent or served to a member by making it available on a website pursuant to article 149(B)(b), the Company shall give separate notice to the member of the publication of the notice or document on that website and the manner in which the notice or document may be accessed by any one or more of the following means:-

Notice to be given
of service on
website

- (a) by sending such separate notice to the member personally or through the post pursuant to article 149(A);
- (b) by sending such separate notice to the member using electronic communications to his current address pursuant to article 149(B)(a);
- (c) by way of advertisement in an English daily newspaper in circulation in Singapore; and/or
- (d) by way of announcement on any stock exchange upon which shares in the Company may be listed.

46. Article 156

~~150~~156. Subject to the provisions of and so far as may be permitted by the Statutes, 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 ~~including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court.~~ 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.

Indemnity

APPENDIX 1

47. Article 158

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

Personal data of members

- (a) implementation and administration of any corporate action by the Company (or its agents or service providers);
- (b) internal analysis and/or market research by the Company (or its agents or service providers);
- (c) investor relations communications by the Company (or its agents or service providers);
- (d) administration by the Company (or its agents or service providers) of that member's holding of shares in the Company;
- (e) implementation and administration of any service provided by the Company (or its agents or service providers) to its members to receive notices of meetings, annual reports and other shareholder communications and/or for proxy appointment, whether by electronic means or otherwise;
- (f) processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for any General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to any General Meeting (including any adjournment thereof);
- (g) implementation and administration of, and compliance with, any provision of this Constitution;
- (h) compliance with any applicable laws, listing rules, take-over rules, regulations and/or guidelines; and
- (i) purposes which are reasonably related to any of the above purpose.

(B) 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 158(A)(f) and 158(A)(h), and is deemed to have agreed to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such member's breach of warranty.

Personal data of proxies and/or representatives

APPENDIX 2

THE EXISTING OBJECTS CLAUSES

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

3. The objects for which the Company is established are:-
- (1) To carry on the business of investment holding, and in particular to invest the moneys of the Company in or otherwise to acquire and hold shares, stocks, debentures, debenture stock, scrip, loans, bonds, obligations, notes, securities and investments issued or guaranteed by any company or trust constituted or carrying on business in any part of the world, and in the funds or loans or other securities and investments of or issued or guaranteed by any government, state, or dominion, public body or authority, supreme, municipal local or otherwise, in the Republic of Singapore or elsewhere.
 - (2) To acquire any such shares, stocks, debentures, debenture stock, scrip, loans, bonds, obligations, notes, securities and investments by original subscription, contract, tender, purchase exchange or otherwise, and whether or not fully paid up, and to make payments thereon as called up or in advance of calls or otherwise, and to subscribe for the same, either conditionally or otherwise, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
 - (3) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stocks, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some proportion of the issued or nominal amount thereof.
 - (4) To vary or transpose by sale, exchange or otherwise from time to time as may be considered expedient any of the Company's investments for the time being.
 - (5) To acquire by purchase, lease, exchange or otherwise and hold by way of investment, land, buildings and immovable property of any tenure or description whatsoever in the Republic of Singapore or elsewhere, and to mortgage, lease or let out the property of the Company or any part thereof for such consideration as the Company may think fit.
 - (6) To provide on such terms as may be thought fit those services for the companies in which the Company is invested which are suitable and convenient to be provided by a holding company and in particular, and without prejudice to the generality of the foregoing, to provide managerial, executive, supervisory, financial and accounting, investment and administrative services and office accommodation and equipment facilities to any such company.
 - (7) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the Company's properties or rights.
 - (8) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on any business which the Company is authorized to carry on, or possessed of property suitable for the purposes of the Company.

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- (9) To apply for, purchase, or otherwise acquire any patents, patent rights, copyrights, trade marks, formulae, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company; and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account, the property, rights, or information so acquired.
- (10) To amalgamate or enter into partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (11) To take, or otherwise acquire, and hold shares, debentures, or other securities of any other company.
- (12) To enter into any arrangements with any government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects, or any of them; and to obtain from any such government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain; and to carry out, exercise, and comply with any such arrangements, rights, privileges, and concessions.
- (13) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or directors or past employees or directors of the Company or its predecessors in business, or the dependants or connections of any such persons; and to grant pensions and allowances, and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general, or useful object.
- (14) To promote any other company or companies for the purpose of acquiring or taking over 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.
- (15) To purchase, take on lease or in exchange, hire, or otherwise acquire any movable or immovable properties and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant, and stock-in-trade.
- (16) To construct, improve, maintain, develop, work, manage, carry out, or control any buildings, works, factories, mills, roads, ways, tram-ways, railways, branches or sidings, bridges, reservoirs, water-courses, wharves, warehouses, electric works, shops, stores, and other works, and conveniences which may seem calculated directly or indirectly to advance the Company's interests; and to contribute to, subsidize, or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out, or control thereof.
- (17) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or

APPENDIX 2

commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.

- (18) To lend and advance money or give credit to any person or company and on such terms as may be considered expedient, and either with or without security; to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company, and otherwise to assist any person or company.
- (19) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital; and to purchase, redeem, or pay off any such securities.
- (20) To invest and deal with the money of the Company not immediately required in such manner as may from time to time be thought fit.
- (21) To enter into or to invest in any interest rate exchange contracts, currency exchange contracts, forward contracts, futures contracts, options (including, without limitation, interest rate or currency options) and other derivative or financial instruments or products, whether or not entered into or acquired for the purpose of hedging against or minimising any loss concerning the assets and business of the Company and in relation thereto, the Company may pay any margin or margin calls or other demands concerning any such contracts or instruments entered into or acquired by the Company.
- (22) To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, or other securities of the Company, or in or about the organization, formation, or promotion of the Company or the conduct of its business.
- (23) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments.
- (24) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of the Company.
- (25) To adopt such means of making known and advertising the business and products of the Company as may seem expedient.
- (26) To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise, and to exercise, carry out, and enjoy any charter, licence, power, authority, franchise, concession, right, or privilege, which any Government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in, and contribute towards carrying the same into effect; and to appropriate any of the Company's shares, debentures, or other securities and assets to defray the necessary costs, charges, and expenses thereof.

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- (27) To apply for, promote, and obtain any statute, order, regulation, or other authorization or enactment which may seem calculated directly or indirectly to benefit the Company; and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (28) To procure the Company to be registered or recognized in any country or place outside the Republic of Singapore.
- (29) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (30) To issue and allot fully or partly paid shares in the capital of the Company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the Company.
- (31) To distribute any of the property of the Company among the members in kind or otherwise but so that no distribution amounting to a reduction of capital shall be made without the sanction required by law.
- (32) To take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others.
- (33) To undertake and transact all kinds of agency or secretarial business and also to undertake and execute any trusts, the undertaking whereof may seem desirable, and either gratuitously or otherwise.
- (34) To transact any lawful business in aid of the Republic of Singapore in the prosecution of any war or hostilities in which the Republic of Singapore is engaged.
- (35) To carry out all or any of the objects of the Company and do all or any of the above things in any part of the world and either as principal, agent, contractor, or trustee, or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others.
- (36) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.

AND IT IS HEREBY DECLARED that the word "company" in this Memorandum when not referring to this Company shall be deemed to include any corporation partnership association club or other body of persons whether incorporated or not and wherever incorporated or domiciled and whether now existing or hereafter to be formed AND further that unless the context or subject matter is inconsistent therewith words signifying the singular number shall be deemed and taken to include the plural and vice versa AND further that the objects specified in each of the paragraphs in this Memorandum shall be regarded as independent objects, and accordingly, shall in no way be limited or restricted (except when otherwise expressed in such paragraph), by reference to the objects indicated in any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

APPENDIX 3

THE EXISTING TERMS OF THE NON-VOTING SHARES AND REDEEMABLE SHARES

The existing terms of the Non-Voting Shares and Redeemable Shares in the Existing Constitution which are proposed to be removed are set out below.

6. The Non-Voting Shares shall have the following rights and be subject to the following restrictions:-
- (a) Dividends: The Non-Voting Shares shall have the right to receive out of the profits available for dividend a preferential gross dividend at the rate equal to that payable for the ordinary shares, subject to the maximum of 30 per cent. per annum. The preferential dividend shall not be cumulative and shall be paid on the same date as the payment of dividends on the ordinary shares, in priority to any payment to the holders of the ordinary shares. The Non-Voting Shares shall not entitle the holders thereof to any further or other rights of participation in the profits of the Company.
 - (b) Voting Rights: The Non-Voting Shares shall entitle the holders to attend and speak at a general meeting of the Company but shall not entitle the holders to vote at a general meeting of the Company provided that the holders shall have the right to attend and to speak and vote at a general meeting:-
 - (i) during such period as the preferential dividends or any part thereof remains in arrears and unpaid for more than six months after the due date of the dividends;
 - (ii) upon any resolution which varies the rights attached to the Non-Voting Shares; or
 - (iii) upon any resolution for the winding-up of the Company.
 - (c) Return of Capital: The Non-Voting Shares shall on the return of capital in a winding-up or reduction of capital, entitle the holders thereof to full repayment of the capital paid or credited as paid up on such Non-Voting Shares, in priority to any payment to the holders of the ordinary shares but to no further or other rights of participation in any surplus profits or assets of the Company.
 - (d) Other Distributions: The Non-Voting Shares shall entitle the holders to participate equally with the holders of ordinary shares through the issue of additional Non-Voting Shares in any bonus or rights issue and in any other distributions made by the Company as if they had been converted into ordinary shares.
 - (e) Conversion:-
 - (i) Optional Conversion

Subject to this Article 6, the Non-Voting Shares may at any time be converted into ordinary shares at the option of the holder.
 - (ii) Mandatory Conversion

The Non-Voting Shares shall be converted into ordinary shares on their sale or transfer to a non-Government entity. A non-Government entity is an entity (including a corporation) which is not wholly owned by the Government of the Republic of Singapore.

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(iii) Conversion Right

Each Non-Voting Share shall be convertible by the holder thereof into one fully paid ordinary share, provided always that in the event of any restructure or alteration of the ordinary shares, the conversion right attached to a Non-Voting Share shall be corresponding adjusted.

(iv) Conversion Notice

To convert the Non-Voting Shares, the holder shall give notice in writing to the Company (the "conversion notice"). The holder of a Non-Voting Share shall be deemed to have given a conversion notice for that Non-Voting Share upon the sale or transfer of that Non-Voting Share to a non-Government entity, and that holder shall on the date of such sale or transfer give notice in writing to the Company of such sale or transfer. The conversion notice shall be duly signed and shall be accompanied by the relevant share certificates for the Non-Voting Shares.

(v) Effective Date

Subject to the receipt of the duly signed conversion notice and accompanying documents and compliance with paragraph (iv) above, the conversion shall become effective on the second market day next following the date on which the conversion notice shall be given or shall be deemed to be given, provided always that if such date falls in a period during which the Register of the Non-Voting Shares is closed, the conversion shall become effective on the market day following the expiry of such period.

(vi) Ordinary Shares

Ordinary shares of the Company issued upon conversion of the Non-Voting Shares shall rank *pari passu* in all respects with the then existing ordinary shares of the Company. The share certificates in respect of such ordinary shares shall be issued by the Company as soon as reasonably practicable after the effective date specified in paragraph (v) above but in any event not later than 10 market days from the date on which the conversion notice shall be given or deemed to be given.

6A. The Redeemable Shares shall have the following rights and be subject to the following restrictions:-

- (a) Dividends: The Redeemable Shares shall have the right to receive out of the profits available for dividend a preferential gross dividend at the rate equal to that payable for the ordinary shares, subject to the maximum of 30 per cent. per annum. The preferential dividend shall not be cumulative and shall be paid on the same date as the payment of dividends on the ordinary shares, in priority to any payment to the holders of the ordinary shares. The Redeemable Shares shall not entitle the holders thereof to any further or other rights of participation in the profits of the Company.

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- (b) Voting Rights: The Redeemable Shares shall entitle the holders to attend and speak at a general meeting of the Company but shall not entitle the holders to vote at a general meeting of the Company provided that the holders shall have the right to attend and to speak and vote at a general meeting:-
- (i) during such period as the preferential dividends or any part thereof remains in arrears and unpaid for more than six months after the due date of the dividends;
 - (ii) upon any resolution which varies the rights attached to the Redeemable Shares; or
 - (iii) upon any resolution for the winding-up of the Company.
- (c) Return of Capital: The Redeemable Shares shall on the return of capital in a winding-up or reduction of capital, entitle the holders thereof to full repayment of the capital paid or credited as paid up on such Redeemable Shares, in priority to any payment to the holders of the ordinary shares but to no further or other rights of participation in any surplus profits or assets of the Company.
- (d) Other Distributions: The Redeemable Shares shall entitle the holders to participate equally with the holders of ordinary shares through the issue of additional Redeemable Shares in any bonus or rights issue and in any other distributions made by the Company as if they had been converted into ordinary shares.
- (e) Conversion:-
- (i) Optional Conversion: Subject to this Article 6A, the Redeemable Shares may at any time be converted into ordinary shares at the option of the holder.
 - (ii) Mandatory Conversion: The Redeemable Shares shall be converted into ordinary shares on their sale or transfer to a non-Government entity. A non-Government entity is an entity (including a corporation) which is not wholly owned by the Government of the Republic of Singapore.
 - (iii) Conversion Right: Each Redeemable Share shall be convertible by the holder thereof into one fully paid ordinary share, provided always that in the event of any restructure or alteration of the ordinary shares, the conversion right attached to a Redeemable Share shall be corresponding adjusted.
 - (iv) Conversion Notice: To convert the Redeemable Shares, the holder shall give notice in writing to the Company (the "conversion notice"). The holder of a Redeemable Share shall be deemed to have given a conversion notice for that Redeemable Share upon the sale or transfer of that Redeemable Share to a non-Government entity, and that holder shall on the date of such sale or transfer give notice in writing to the Company of such sale or transfer. The conversion notice shall be duly signed and shall be accompanied by the relevant share certificates for the Redeemable Shares.

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- (v) Effective Date: Subject to the receipt of the duly signed conversion notice and accompanying documents and compliance with paragraph (iv) above, the conversion shall become effective on the second market day next following the date on which the conversion notice shall be given or shall be deemed to be given, provided always that if such date falls in a period during which the Register of the Redeemable Shares is closed, the conversion shall become effective on the market day following the expiry of such period.
- (vi) Ordinary Shares: Ordinary shares of the Company issued upon conversion of the Redeemable Shares shall rank pari passu in all respects with the then existing ordinary shares of the Company. The share certificates in respect of such ordinary shares shall be issued by the Company as soon as reasonably practicable after the effective date specified in paragraph (v) above but in any event not later than 10 market days from the date on which the conversion notice shall be given or deemed to be given.

(f) Redemption:

The Company may redeem the Redeemable Shares in accordance with this Article 6A(f).

- (i) Redemption Notice: The Company may at any time and from time to time give notice (the "redemption notice") to any or all of the holders of the Redeemable Shares of the redemption of any or all of their Redeemable Shares, and at such Redemption Amount (as defined below), as shall be specified in the redemption notice. The redemption notice shall be irrevocable.
- (ii) Redemption Amount: Redemption shall be effected at the Redemption Amount, together with a sum equal to any arrears of any dividend on the Redeemable Shares calculated down to (and including) the date of redemption.
- (iii) Holders to Agree: Holders of the Redeemable Shares on whom the Company shall have served a redemption notice have five business days after the date of the redemption notice to agree to the redemption of their Redeemable Shares and notify the Company, failing which the redemption notice shall lapse. Such agreement shall, upon notice to the Company, be irrevocable.
- (iv) Redemption Date: Where such holders have notified the Company of their agreement to the redemption in accordance with Article 6A(f)(iii) above, the redemption shall be effected on the date specified in the redemption notice (which date shall not be earlier than ten business days after the date of the redemption notice).
- (v) Redemption Procedures: On the date fixed for the redemption of any Redeemable Shares:-
 - (l) the holder of those Redeemable Shares shall deliver to the Company the share certificate in respect of those shares for cancellation; and

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- (II) against such delivery, the Company shall pay to the holder (or, in the case of joint holders, to the holder whose name stands first in the register of redeemable shareholders of the Company) the amount due to him in respect of the redemption of those Redeemable Shares. The Company shall pay such amount, in Singapore dollars and in immediately available and freely transferable funds, by a banker's draft or cashier's order drawn on a licensed bank in Singapore made out in favour of the holder and despatch such draft or order to the holder at his address as shown in the register of redeemable shareholders of the Company.

- (vi) MAS Approval: Notwithstanding anything in this Article 6A, there shall be no redemption of any Redeemable Shares unless the Company shall have received the approval of the Monetary Authority of Singapore for the redemption of such Redeemable Shares on or prior to the date fixed for the redemption.

- (vii) Conversion Right: Each holder of the Redeemable Shares shall be entitled, prior to giving notice to the Company of his agreement to the redemption of his Redeemable Shares, to convert his Redeemable Shares into ordinary shares in accordance with this Article 6A, but shall cease to be so entitled upon notice of such agreement to the Company.

- (viii) Certain Definitions: In this Article 6A, (i) "trading day" means a day on which the ordinary shares are traded on the Singapore Exchange Securities Trading Limited, (ii) "business day" means a day (other than Saturday, Sunday or public holidays) on which banks in Singapore are open for business and (iii) the "Redemption Amount" means the amount payable on the redemption of a Redeemable Share to the holder of that Redeemable Share, which amount:-
 - (I) shall not be lower than 95 per cent. of the average closing prices of the ordinary shares on the Singapore Exchange Securities Trading Limited for five consecutive trading days prior to the date of the redemption notice; and

 - (II) shall not be higher than 105 per cent. of the average closing prices of the ordinary shares on the Singapore Exchange Securities Trading Limited for five consecutive trading days prior to the date of the redemption notice.