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Nor Aishah Binte Nasit

Designation

Company Secretary

Description (Please provide a detailed description of the event in the box below - Refer to the Online help for the format)

Please refer to the attached Annual Report 2023 together with the Appendix to the Notice of Annual General Meeting dated 2 April 2024 in relation to the proposed adoption of the new constitution.

Additional Details

Period Ended

31/12/2023

Attachments

[HLGE Annual Report 2023.pdf](#)

[HLGE AR 2023 - Appendix dated 2 April 2024.pdf](#)

Total size =3524K MB

HL GLOBAL ENTERPRISES LIMITED



Annual Report **2023**

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BOARD OF DIRECTORS

Chairman

Dato' Gan Khai Choon - *Non-executive*

Lead Independent Director

Goh Kian Chee

Non-Executive Directors

Hoh Weng Ming

Chew Heng Ching - *Independent*

Goh Ying-Peng Cynthia - *Independent*

EXECUTIVE COMMITTEE

Dato' Gan Khai Choon - *Chairman*

Goh Kian Chee

Hoh Weng Ming

AUDIT AND RISK COMMITTEE

Goh Kian Chee - *Chairman*

Chew Heng Ching

Goh Ying-Peng Cynthia

NOMINATING COMMITTEE

Chew Heng Ching - *Chairman*

Goh Kian Chee

Goh Ying-Peng Cynthia

REMUNERATION COMMITTEE

Goh Kian Chee - *Chairman*

Chew Heng Ching

Goh Ying-Peng Cynthia

HL GLOBAL ENTERPRISES SHARE OPTION SCHEME 2006 COMMITTEE

Chew Heng Ching - *Chairman*

Goh Kian Chee

Goh Ying-Peng Cynthia

SECRETARIES

Nor Aishah Binte Nasit

Foo Yang Hym

INVESTOR RELATIONS

Email: hlglobal@hlge.com.sg

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Singapore 079903

Tel: (65) 6324 9500

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SHARE REGISTRAR & SHARE TRANSFER OFFICE

KCK CorpServe Pte. Ltd.

1 Raffles Place

#04-63 One Raffles Place (Tower 2)

Singapore 048616

Tel: (65) 6430 8217

Fax: (65) 6334 2708

AUDITOR

Ernst & Young LLP

Public Accountants and

Chartered Accountants, Singapore

One Raffles Quay

Level 18 North Tower

Singapore 048583

(Partner-in-charge: Chan Yew Kiang, appointed from
financial year ended 31 December 2021)

PRINCIPAL BANKERS

CIMB Bank Berhad, Singapore

DBS Bank Ltd.

Hong Leong Finance Limited

MUFG Bank, Ltd., Singapore Branch

The Hongkong and Shanghai Banking
Corporation Limited

United Overseas Bank Limited

HOSPITALITY OPERATIONS

COPTHORNE HOTEL CAMERON HIGHLANDS

Perched at 1,628 meters above sea level and surrounded by majestic mountains, tea plantations, strawberry farms and gentle undulating valleys, **Copthorne Hotel Cameron Highlands** (“CHCH”) is the only hotel situated at the highest accessible point of the highlands. The year-long cool climate makes it an ideal holiday retreat.

The 269 guest rooms and suites offer beautiful views of the highland landscapes. Equipped with an indoor heated pool, multiple meeting rooms, and a range of dining options at the peak of the highlands, CHCH offers a wide array of amenities and facilities for business and leisure alike. The hotel is famous for its capability in hosting events ranging from company incentive trips to conventions and seminars.

At CHCH, there are 6 parking bays for charging electric vehicle (“EV”), making us the largest EV charging facility and also the only such facility in Cameron Highlands. The availability of this facility at CHCH has made it possible for EVs to come up to Cameron Highlands. This is also part of our green initiative projects towards a more sustainable world.



Bamboo Trail

CHCH has continued to provide various “Nature & Farmland Activities” which include the Copthorne Bamboo Trail, walking across the heart of the farmland of Kea Farm, and a “Farm to Table” initiative where guests can pick and harvest organic vegetables, and enjoy the fresh produce cooked by the hotel chefs.

Guests are also welcome to stay in the Tudor-styled resort located next to the hotel, where 51 suites have been leased by the hotel from the owners of the resort. Each suite comes with a living room, a kitchenette and a spacious balcony which provides a spectacular view of the valley.



18 Celsius Café

HOTEL EQUATORIAL SHANGHAI

Hotel Equatorial Shanghai (“HES”) is located in the heart of Shanghai, at the junction of Hua Shan Road and West Yanan Road, which is only minutes away from the Shanghai Exhibition Centre, major tourist attractions and key intersections like East Nanjing Road, People’s Square and Huaihai Road.

The 506 guest rooms and suites offer stunning city views, and have been beautifully furnished and renovated with glamorous and intelligent features to provide guests with comfortable and relaxing stay.

There are 15 function rooms that can be used for various social and business events, and are able to accommodate up to 800 people. The versatile function and meeting rooms offer a wide range of facilities, services and packages for every occasion.



The well-recognized Shanghai International Club Fitness Centre is situated on the 4th floor, easily accessible to all patrons. The centre offers a range of top-of-the-line fitness facilities from Life Fitness, the Fei Spa and a pool.

Previously managed by a joint venture of the Group, the Company continues to grant Shanghai International Club Co Ltd (“SIC”) (formerly known as Shanghai International Equatorial Hotel Co Ltd), the owner of HES, the right to the use of the name “Equatorial” to operate HES in accordance with the Company’s trademark licence agreement with SIC which had been renewed for one year, following its expiry on 31 March 2023.



CHAIRMAN'S STATEMENT

The Group's hotel in Cameron Highlands (Copthorne Hotel Cameron Highlands, ("CHCH")) continues to face competition from the growing popularity of homestay in Cameron Highlands. Revenge travelling in 2022 did not carry over into 2023. In fact, residents in Malaysia have also changed their travel destination to nearby countries after a long travel drought. In addition, the shorter two weeks school holiday instead of the usual full month and heavy rain in December had also adversely impacted the performance of the Group's hospitality segment.

As a result, the Group's revenue for 2023 decreased from \$6.7 million in 2022 to \$5.9 million in 2023. Accordingly, the Group's hospitality segment saw a lower operating profit of \$1.1 million for 2023 against an operating profit of \$1.5 million for 2022. The profits generated by the hospitality segment were not sufficient to cover the operating costs incurred by the property development segment, and investment and others segment (consisting of investment property operation and corporate overhead costs) of \$432,000 and \$1.1 million respectively. Consequently, the Group registered an operating loss amounting to \$386,000 before the share of results of joint ventures and an associate, other income and finance costs in 2023 against an operating profit of \$107,000 for the corresponding year in 2022.

For the year under review, other income comprised mainly interest income and licence fee. Higher interest rate contributed to the substantial increase in interest income from \$0.6 million in 2022 to \$1.8 million in 2023. The licence fee had increased by \$104,000 to \$249,000 in 2023 as a result of the improvement in the revenue of Hotel Equatorial Shanghai. The share of results of the Shanghai joint venture has reduced as it was in the midst of liquidation in 2023.

After taking into account income tax (mainly on interest income), withholding tax on overseas income and deferred tax, the net profit attributable to shareholders of the Company was \$1.6 million in 2023 compared to \$1.1 million in 2022.

CORPORATE SOCIAL RESPONSIBILITY ("CSR")

CHCH continues to commit its resources to meaningful CSR initiatives for the community, through smaller scale programmes. Collecting of food waste from all meals served at the hotel and contributing them to Solid Waste Management and Public Cleansing Corporation ("SW Corp") to process them into compost is an on-going CSR programme. The compost is used as fertiliser by farmers in Cameron Highlands.

A 10,000 Empty Plastic Bottles Recycling Campaign was launched by SW Corp, Alam Flora and CHCH in September 2023 whereby the public can drop off bottles which have been cleaned and dried at the resort and a RM1 voucher will be given for every 10 bottles collected. Every 5 vouchers can be redeemed for cakes or coffee at CHCH's café.

The staff from CHCH participated in plogging at Parit Falls which was organised by SW Corp in conjunction with World Cleanup Day 2023. While trekking through the lush jungle of Taman Eko Rimba Parit Falls in Tanah Rata, the team picked up trash and litter as part of the environmental, social and governance programme which helped to increase their societal value.



CHAIRMAN'S STATEMENT



OUTLOOK

Shortage of skilled labour and high staff turnover rate have been impacting the quality of services to the hotel guests of CHCH. Competition from homestay will continue to be a challenge to CHCH in terms of the average room rate and occupancy rate.

Both the layout plans for the development of 48 high-rise apartment units and the conversion of the Entertainment Complex into hotel and function rooms have been approved by the Cameron Highlands District Council ("CHDC"). The consultants have also submitted the detailed drawings to the various departments of CHDC for approval.

The Group is facing currency fluctuation risks as a majority of its assets and operations are located in Malaysia. The Group will continue its efforts to source for sustainable and viable business and will exercise prudence in its review when such business opportunities arise.

ACKNOWLEDGEMENT

I wish to take this opportunity to welcome Ms Goh Ying-Peng Cynthia who joined the Board of Directors (the "Board") on 1 July 2023 as an Independent and Non-Executive Director. With Ms Goh's professional experience, knowledge and expertise, I am confident that she will be able to make positive contributions to the Company. I would like to express my sincere appreciation to Mr Andrew Goh Kia Teck who stepped down on 1 September 2023, for his invaluable contributions during his tenure as a Director of the Company.

On behalf of the Board, I would like to convey our gratitude to our stakeholders including our investors, suppliers, customers, bankers and business partners for their continuing support. I would also like to thank my fellow Directors, Management and employees of the Group for their commitment, involvement and contributions throughout the year.

DATO' GAN KHAI CHOON

Chairman

18 March 2024

BOARD OF DIRECTORS

DATO' GAN KHAI CHOON / Age 77

CHAIRMAN,
NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR

First appointment as Director

21 September 2007

Appointment as Non-Executive Chairman

21 September 2007

Last re-election as Director

28 April 2022

Will be seeking re-election at the 2024 Annual General Meeting

Board committees

Executive Committee (Chairman)

Present directorships in other listed companies* and principal commitments

- China Yuchai International Limited* (Non-Executive Director) ¹
- Hong Leong Hotel Development Limited (Executive Director) ¹
- Hong Leong International (Hong Kong) Limited (Managing Director) ¹

Other appointments

Nil

Past directorships in other listed companies* and principal commitments held in the preceding three years

Nil

Dato' Gan has extensive experience in the banking, real estate investment and development sectors and has been involved in a number of international projects for the Hong Leong Group of companies, which include the management and development of the Grand Hyatt Taipei and the Beijing Riviera.

Dato' Gan holds a Bachelor of Arts Degree (Honours) in Economics from the University of Malaya.

Note:

¹ China Yuchai International Limited, Hong Leong Hotel Development Limited and Hong Leong International (Hong Kong) Limited are related companies under the Hong Leong Group of companies, Singapore.

Information as at 18 March 2024



BOARD OF DIRECTORS

GOH KIAN CHEE / Age 70
NON-EXECUTIVE AND
LEAD INDEPENDENT DIRECTOR

First appointment as Director
1 March 2018

Appointment as Lead Independent Director
1 September 2023

Last re-election as Director
25 April 2023

Board committees

- Audit and Risk Committee (Chairman)
- Remuneration Committee (Chairman)
- Executive Committee (Member)
- Nominating Committee (Member)
- HL Global Enterprises Share Option Scheme 2006 Committee (Member)

Present directorships in other listed companies* and principal commitments
Indofood Agri Resources Ltd.*
(Non-Executive and Independent Director)

Other appointments
Nil

Past directorships in other listed companies* and principal commitments held in the preceding three years
AsiaMedic Limited* (Non-Executive and Independent Director)

Mr Goh had served as a Part-Time Consultant to the Centre For the Arts of the National University of Singapore from 2005 to 2018. Prior to his retirement from full-time employment in 2004, he worked for a few multi-national corporations, including Mobil Oil Singapore Pte Ltd and Mobil Petrochemicals International Ltd, mainly in regional accounting and finance related areas. He was with John Hancock International Pte Ltd as their Regional Vice President & Controller from 2000 to 2004 and also served as an Executive Director of John Hancock International Pte Ltd in 2004.

Mr Goh holds a Bachelor of Arts (Honours) Degree in Accounting and Economics from Middlesex University, United Kingdom.

HOH WENG MING / Age 62
NON-EXECUTIVE AND
NON-INDEPENDENT DIRECTOR

First appointment as Director
3 August 2020

Last re-election as Director
25 April 2023

Board committees

Executive Committee (Member)

Present directorships in other listed companies* and principal commitments
China Yuchai International Limited*
(President and Director)¹

Other appointments
Nil

Past directorship in other listed companies* and principal commitments held in the preceding three years
Nil

Mr Hoh had earlier been appointed as the Non-Executive and Non-Independent Director of the Company on 16 February 2011 and subsequently

Information as at 18 March 2024

resigned on 6 December 2019 in order for the Company to comply with Provision 2.2 of the Code of Corporate Governance 2018 which requires independent directors to make up a majority of the Board where the Chairman of the Board is not independent.

Mr Hoh has more than 35 years of working experience with extensive regional experience in Singapore, Malaysia, New Zealand, Hong Kong and China. He was the Chief Financial Officer ("CFO") of China Yuchai International Limited ("CYI") from May 2008 to November 2011 and was thereafter appointed a Director of CYI and its President on 11 November 2011 and 17 July 2013 respectively. He was also previously the CFO of Hong Leong Asia Ltd. ("HLA")¹ from November 2011 to July 2013.

Mr Hoh holds a Bachelor of Commerce Degree majoring in Accountancy from the University of Canterbury and a Master of Business Administration from the Massey University (both in New Zealand).

He is a Chartered Accountant in New Zealand and a Fellow Member of the Hong Kong Institute of Certified Public Accountants.

Note:

¹ CYI and HLA are related companies under the Hong Leong Group of companies, Singapore.

BOARD OF DIRECTORS

CHEW HENG CHING / Age 72

NON-EXECUTIVE AND
INDEPENDENT DIRECTOR

First appointment as Director

1 November 2021

Last re-election as Director

28 April 2022

Will be seeking re-election at the 2024 Annual General Meeting

Board committees

- Nominating Committee (Chairman)
- HL Global Enterprises Share Option Scheme 2006 Committee (Chairman)
- Audit and Risk Committee (Member)
- Remuneration Committee (Member)

Present directorships in other listed companies* and principal commitments

- AusGroup Limited* (In Liquidation - Compulsory Winding Up (Insolvency))
- Bonvests Holdings Limited* (Lead Independent Non-Executive Director)
- Pharmesis International Ltd.* (Non-Executive Chairman and Independent Director)

Other appointments

Nil

Past directorships in other listed companies* and principal commitments held in the preceding three years

- Sinopipe Holdings Limited (Dissolved under Creditors' Voluntary Winding Up) - Delisted (Deputy Non-Executive Chairman and Independent Director)
- RHT G.R.A.C.E. Institute (Chairman of the Council Members)

Mr Chew is the founding President of the Singapore Institute of Directors and was Chairman of its Governing Council from 1998 to 2009. He served on the Corporate Governance Committee and the Council on Corporate Disclosure and Governance. He is a former Chairman of the Singapore International Chamber of Commerce and was its Board member from 1996 to 2015. He was also a Council Member of Singapore Business Federation.

Mr Chew has more than 40 years of senior management experience in both the public and private sectors. He now sits on the Board of public listed companies and chairs their various board committees. He had also served on the Board of Thye Hua Kwan Moral Charities Limited and Ang Mo Kio - Thye Hua Kwan Hospital. Mr Chew is a former Deputy Speaker of the Singapore Parliament and was a Member of Parliament from 1984 to 2006. He was Chairman of the Estimates (Budget) Committee and sat on the Public Accounts Committee. He was the co-ordinating Chairman of all PAP Town Councils in Singapore.

Mr Chew, who started his career in the Government Administrative Service, graduated under a Colombo Plan Scholarship, in Industrial Engineering (First Class Honours) and Economics from the University of Newcastle, Australia. A university gold medallist, he also holds an Honorary Doctorate in Engineering from the same university. Mr Chew is an Honorary Fellow of the Singapore Institute of Directors and is a Senior Accredited Director in Singapore.

Information as at 18 March 2024

BOARD OF DIRECTORS

GOH YING-PENG CYNTHIA / Age 50
NON-EXECUTIVE AND
INDEPENDENT DIRECTOR

First appointment as Director
1 July 2023

Last election as Director
Not applicable
Will be seeking election at the 2024 Annual General Meeting

Board committees

- Audit and Risk Committee (Member)
- Nominating Committee (Member)
- Remuneration Committee (Member)
- HL Global Enterprises Share Option Scheme 2006 Committee (Member)

Present directorships in other listed companies* and principal commitments
Rajah & Tann Singapore LLP (Partner)

Other appointments

Musicians' Initiative Ltd. (Director)

Past directorships in other listed companies* and principal commitments held in the preceding three years
Nil

Ms Goh is currently a Partner with the Mergers and Acquisitions ("M&A") and Capital Markets practice at Rajah & Tann Singapore LLP. She has more than twenty years of experience in M&A, schemes of arrangement, reverse takeovers, divestments, corporate finance, capital markets and general corporate work. She also advises on securities laws and regulations, stock exchange procedure and compliance issues, and has been involved in both cross-border as well as local deals.

Ms Goh was admitted as an Advocate and Solicitor of the Supreme Court in Singapore in 1997. Graduated with First Class Honours, she holds a Bachelor of Laws (Honours) degree from the London School of Economics and Political Science, University of London.

KEY MANAGEMENT PERSONNEL

FOO YANG HYM

Ms Foo joined HL Global Enterprises Limited ("HLGE") in 1984 as an Accountant and became the Group Accountant in 1994 and thereafter, the Financial Controller in 2004. She was re-designated as Senior Vice President (Finance/Administration) in April 2006 and subsequently as Chief Financial Officer of HLGE on 1 September 2015. She was also appointed as Company Secretary of the Company on 7 May 2021. Ms Foo has also been overseeing the Group's operations in Malaysia since August 2016. Prior to joining HLGE, she was an Audit Senior at Deloitte Haskins & Sells (now known as Deloitte & Touche LLP).

Ms Foo is a Fellow Member of the Institute of Singapore Chartered Accountants.

TEE PUAT HENG (PATRICK)

Mr Tee joined Copthorne Hotel Cameron Highlands ("CHCH"), the Group's main hospitality business, as its General Manager in November 2019.

CHCH is owned by Augustland Hotel Sdn. Bhd., an indirect wholly-owned subsidiary of HLGE. Mr Tee is also the former General Manager of CHCH between 2013 to 2016. He has over 30 years of experience in the hospitality industry, having spent most of his career in his role in managerial positions.

Mr Tee obtained his Diploma (Honours) in Hotel & Catering Management (American Hotel & Motel Association) from Cyma College Penang (Stamford College Group).

Information as at 18 March 2024

CORPORATE GOVERNANCE **REPORT**

HL Global Enterprises Limited (“HLGE” or the “Company”) is committed to maintaining good corporate governance and business integrity in all its business activities.

The Company has complied with Rule 710 of the Listing Manual of Singapore Exchange Securities Trading Limited (“SGX-ST”) (“Listing Manual”) by describing in this report its corporate governance practices with specific reference to the principles and provisions in the Code of Corporate Governance, as amended (“CG Code”). Where the Company’s practices differ from the principles under the CG Code, these differences and the Company’s position in respect of the same are explained in this report.

BOARD OF DIRECTORS

Non-Executive and Non-Independent Directors (“NID”)

Dato’ Gan Khai Choon, Chairman
Mr Hoh Weng Ming

Independent Directors (“ID”)

Mr Goh Kian Chee, Lead Independent Director
Mr Chew Heng Ching
Ms Goh Ying-Peng Cynthia

Key Objectives

Provides leadership by setting the strategic objectives of the Company together with Management. Oversees the performance of the Company and its subsidiaries (the “Group”) for accountability to shareholders by ensuring that necessary financial, operational and human resources are in place for the Company to meet its strategic objectives, which are supported by an adequate and effective system of risk management and internal controls.

Executive Committee (“Exco”)	<p>Dato’ Gan Khai Choon, Chairman (NID) Mr Hoh Weng Ming (NID) Mr Goh Kian Chee (Lead ID)</p> <p>Key objective Assists the Board of Directors (the “Board”) in the discharge of its duties by deliberating on matters requiring Board review that may arise between full Board meetings, and in carrying out any Board functions as delegated down and tasked by the Board from time to time. Assists the Board in its general oversight of Management, and reviews the Group’s initiatives on strategic development and direction on new investments for recommendation to the Board.</p>
Audit and Risk Committee (“ARC”)	<p>Mr Goh Kian Chee, Chairman (Lead ID) Mr Chew Heng Ching (ID) Ms Goh Ying-Peng Cynthia (ID)</p> <p>Key objective Assists the Board in the review of the Group’s financial reporting, internal accounting controls, audit function, sustainability issues/ reports and key risks under a risk management framework.</p>

CORPORATE GOVERNANCE REPORT

Nominating Committee (“NC”)	<p>Mr Chew Heng Ching, Chairman (ID) Mr Goh Kian Chee (Lead ID) Ms Goh Ying-Peng Cynthia (ID)</p> <p>Key objective Assists the Board in its succession planning through the review of board size, composition and mix, and provides recommendations on the independence of directors, appointment, re-nomination and retirement of Directors. Assists the Board in the evaluation of the performance of the Board, the Board Committees and the Directors. Also reviews the succession plan for key management personnel (“KMP”) (not being a Director).</p>
Remuneration Committee (“RC”)	<p>Mr Goh Kian Chee, Chairman (Lead ID) Mr Chew Heng Ching (ID) Ms Goh Ying-Peng Cynthia (ID)</p> <p>Key objective Assists the Board in the review and determination of the remuneration of the Board and the KMP, including setting appropriate remuneration frameworks and policies to reflect a performance-based remuneration system.</p>
HL Global Enterprises Share Option Scheme 2006 (“SOS”) Committee (“SOSC”)	<p>Mr Chew Heng Ching, Chairman (ID) Mr Goh Kian Chee (Lead ID) Ms Goh Ying-Peng Cynthia (ID)</p> <p>Key objective Reviews and approves the grant of options to eligible participants pursuant to the terms of the Company’s SOS.</p>

BOARD MATTERS

Principle 1: The Board’s Conduct of Affairs

Primary Functions of the Board

The Board oversees the Company’s business. Its primary functions are to provide leadership, set corporate policy, provide guidance on and approve strategic objectives, and ensure that necessary financial, operational and human resources are in place for the Company to meet its objectives, review the performance of the Group and Management’s performance, and satisfy itself as to the adequacy and effectiveness of the framework and processes for internal controls (including financial, operational, compliance and information technology (“IT”) controls) and risk management for the safeguarding of shareholders’ interests and the Group’s assets, and assume responsibility for good corporate governance.

CORPORATE GOVERNANCE REPORT

Sustainability

The Board notes the importance of including sustainability issues as part of its overall review of the Company's strategic objectives and performance. In this regard, the Board has delegated to the ARC the general oversight on sustainability issues and sustainability reporting. The ARC's terms of reference set out, *inter alia*, the roles and responsibilities of the ARC and include its purview over matters relating to the environmental, social and governance ("ESG") framework, ESG targets, the sustainability reporting framework and the Company's policies, practices and performance on its material ESG factors which are significant and contribute to the Company's performance, business activities and/or reputation as a corporate citizen. Further information on the Board Statement and the Company's sustainability practices are set out in the Company's Sustainability Report on pages 43 to 63 of this Annual Report 2023 ("AR"). The Sustainability Report addresses the social and environmental impacts that are pertinent to the Group's business, identifying the various stakeholders which comprise the Company's investors, suppliers, customers, bankers and business partners. It has been prepared in accordance with the internationally recognised Global Reporting Initiative (GRI) Standards. This standard was chosen as its widely used and referenced upon in the hotel industry.

Directors' Objective Discharge of Duties and Declaration of Interests (Provision 1.1)

All Directors are fiduciaries who exercise due diligence and objectively discharge their duties and responsibilities in the interests of the Company. This ability to exercise objectivity is one of the assessment criteria in the NC's annual evaluation of the Directors.

Directors who are in any way, directly or indirectly, interested in a transaction or proposed transaction, declare the nature of their interests in accordance with the Company's Constitution and provisions of the Companies Act 1967 (the "Companies Act"), and in the case of any conflict of interests (actual or potential), recuse themselves from any discussions and abstain from decision-making on such transactions, with abstention duly recorded within the minutes and/or the resolutions of the Board and/or the Board Committees.

Accountability of the Board and Management (Provision 1.1)

The Board and Management are committed to conducting business with integrity and consistent with high standards of business ethics, and in compliance with applicable laws and regulatory requirements. The Company has established a corporate policy which provides a communicable and understandable framework for employees to observe the Company's principles on honesty, integrity, responsibility and accountability at all levels of the organisation and in the conduct of the Company's business in their relationships with the Company's stakeholders, including customers, suppliers and employees. Further details of these policies are described in the segment entitled 'Corporate Values and Conduct of Business' at the end of this report.

Board Orientation and Training/Development (Provision 1.2)

Every newly appointed Director receives a formal letter, setting out his or her general duties and obligations as a Director pursuant to the relevant legislation and regulations. The new Director will also receive an induction pack containing information and documents relating to the role, duties and responsibilities of a director and where applicable, as a member of the relevant Board Committees, the Group's businesses, the Company's Board processes, corporate governance practices, relevant company policies and procedures as well as a meeting calendar for the year with a brief of the routine agenda for each meeting of the Board and where applicable, the relevant Board Committees.

CORPORATE GOVERNANCE **REPORT**

The Company also conducts an induction programme for newly appointed Directors and for existing Directors pursuant to their appointments to any of the Board Committees, which seeks to familiarise Directors with the Group's businesses, the Company's Board processes, internal controls and governance practices and in the case of appointments to any of the Board Committees, the role and areas of responsibilities of such Board Committees. The induction programme includes meetings with the chairmen of the Committees in the case of appointments to any of the Committees, on matters relevant to such Committees, and Management to allow the new Directors to be acquainted with Management and to facilitate their independent access to Management in future. The programme also includes site visits to the Group's key operations and briefings by the Chief Financial Officer ("CFO") on key areas of the Group's operations. The KMP of the Group currently comprises the CFO, Ms Foo Yang Hym and Mr Tee Puat Heng (Patrick), the General Manager of Copthorne Hotel Cameron Highlands.

For a first time Director who has no prior experience as a director of a listed company, in addition to the induction as detailed above, he or she will be encouraged to also attend the Listed Entity Director ("LED") Programme conducted by the Singapore Institute of Directors ("SID") to acquire the relevant knowledge of what is expected of a listed company director, this being a mandatory requirement under the Listing Manual. Completion of the LED Programme, which focuses on comprehensive training of company directors on compliance, regulatory and corporate governance matters, should provide the first time Director with a broad understanding of the roles and responsibilities of a director of a listed company under the requirements of the Companies Act, the Listing Manual and the CG Code.

Ms Goh Ying-Peng Cynthia who was appointed as an ID on 1 July 2023 and a member of the ARC, NC, RC and SOSC on 1 September 2023, attended the induction programme conducted by the Company during the year. As Ms Goh has more than twenty years of experience in mergers and acquisitions, corporate finance and capital markets and consistently advises on securities laws and regulations, stock exchange procedure and compliance issues, the NC has assessed that she does not need to undergo training on the roles and responsibilities of a director of a listed issuer as prescribed by SGX-ST. That notwithstanding, Ms Goh attended the SID courses on Board Performance and ESG Essentials, the latter being one of the core modules offered under the LED Programme, which delves into the role and responsibilities of the board and directors in sustainability governance. She also attended the remaining SID courses under the LED Programme held in March 2024.

The Board recognises that it is important for Directors to undergo continual training/development. From time to time, the Directors are provided with updates and/or briefings by professional advisors, auditors, Management and the Company Secretaries in areas such as directors' duties and responsibilities, corporate governance practices, relevant legislation, risk management and financial reporting standards. They are also regularly kept informed by the Company Secretaries and Management of the availability of appropriate courses, conferences and seminars such as those run by the SID and the Directors are encouraged to attend such training at the Company's expense. The NC and the Board are kept informed of the trainings attended by the Directors during the year. As part of the NC's annual assessment of the skill set of the Board and the respective Board Committees, the NC would also recommend further training for the Directors in specific areas, if so required, to supplement the regular updates/briefings provided to the Directors from time to time.

CORPORATE GOVERNANCE REPORT

During the year, the trainings attended by the Directors included the ACRA-SGX-SID Audit and Risk Committee Seminar 2023, Singapore Governance and Transparency Forum – Upholding ESG with Strong Governance, briefings and seminars organised by SID and other consultants in relation to board and audit, nominating and remuneration committees matters, and climate-related disclosures and sustainability matters. In addition, two in-house seminars/webinars were also organised and conducted by invited external speakers in 2023, on the following topics:

1. Navigating the new frontier: Cybersecurity and Generative AI; and
2. Sustainability Reporting: Value vs Investment; Challenges vs Opportunities.

The Company's external auditors ("EA") also provided members of the ARC with updates on applicable Accounting Standards, climate and sustainability reporting, cybersecurity and regulatory updates during the year.

In addition to the training courses/programmes and briefing updates, Directors are also at liberty to approach Management should they require any further information or clarification concerning the Group's operations.

Board Approval (Provision 1.3)

The Board has in place an internal guide wherein certain key matters are specifically reserved for approval by the Board and this includes the setting of strategic direction or policies or financial objectives which have or may have material impact on the profitability or performance of the Group, decisions to commence, discontinue or modify significantly any business activity or to enter into or withdraw from a particular market sector, material acquisition and disposal of assets, adoption of corporate governance policies and any other matters which require Board approval as prescribed under the relevant legislation as well as the provisions of the Company's Constitution.

The Company also has in place an authorisation matrix for various matters including limits for investments, capital expenditure and operation of bank accounts.

Delegation by the Board (Provision 1.4)

The primary functions of the Board are either carried out directly by the Board or through committees established by the Board with clear written terms of reference setting out their composition, authority and responsibilities, including reporting back to the Board. The committees established by the Board are the Exco, the ARC, the NC, the RC and the SOSC, all collectively referred to hereafter as the "Board Committees".

Except for the SOSC which purpose is to grant options to eligible participants to subscribe for shares in the Company pursuant to the rules of the SOS, specific written terms of reference for each of the Board Committees set out the required composition, authority and responsibilities of the Board Committees and provide each Board Committee to submit at least an annual report of its activities to the Board. All terms of reference for the Board Committees are approved by the Board and reviewed periodically to ensure their continued relevance taking into consideration the changes in the governance and regulatory environment.

CORPORATE GOVERNANCE REPORT

The delegation of authority by the Board to the Board Committees enables the Board to achieve operational efficiency by empowering these Board Committees to decide, review and make recommendations on matters within their respective written terms of reference and/or limits of delegated authority, and yet without abdicating the Board's overall responsibility.

The Exco comprises three Directors, one of whom is an ID. The Exco's principal responsibility as set out in its written terms of reference approved by the Board, is to assist the Board in the discharge of its duties by deliberating on matters requiring Board review that may arise between full Board meetings, and in carrying out any Board functions as delegated down and tasked by the Board from time to time. It also assists the Board in its general oversight of Management and objectively evaluates the performance of Management. It reviews and recommends to the Board, the Group's initiatives on strategic development and direction on new investments. Management is fully apprised of such matters which require the approval of the Board or the Board Committees.

Please refer to sections on Principles 4, 5, 6, 7, 9 and 10 in this report for further information on the activities of the NC, RC and ARC. Information on the activities of the SOSC can be found in the Directors' Statement on pages 64 and 65 and in the Financial Statements on pages 118 and 119 of this AR.

Board and Board Committee Meetings (Provision 1.5)

Board and Board Committee meetings are held regularly, with the Board meetings no less than four times a year. At the regular quarterly Board meetings, the agenda includes updates by Management on the performance and operations of the Group, and the Group's periodic financial performance. Four Board meetings were held in 2023.

A meeting of the IDs, chaired by the Lead ID, was held in 2023 without the presence of Management. Meetings of the IDs are convened as often as may be warranted by circumstances.

The proposed meetings for the Board and all Board Committees, except for the meetings of the IDs, Exco and SOSC, for each new calendar year are set out in a schedule of meetings and notified to all Board members before the start of that calendar year. Additional meetings are convened as and when circumstances warrant. Records of all such meetings including discussions on key deliberations and decisions taken are maintained by the Company Secretaries. The Company's Constitution allows for the meetings of its Board and Board Committees to be held *via* teleconferencing and/or videoconferencing. The Board and Board Committees may also make decisions by way of circulating written resolutions.

The attendance (including *via* electronic means) of the Directors at the annual general meeting ("AGM") and at meetings of the Board, the Board Committees and the IDs, as well as the frequency of such meetings in 2023, are disclosed on page 16 of the AR. Notwithstanding such disclosure, the Board is of the view that the contribution of each Director should not be focused only on his or her attendance at the AGM and at meetings of the Board, the Board Committees and the IDs. A Director's contribution also extends beyond the confines of the formal environment of such meetings, through the sharing of views, advice, experience and through strategic networking relationships which would further the interests of the Group. The Directors also, whether individually or collectively, engage with Management to better understand the challenges faced by the Group and the inputs of the Directors, through such engagement, provide valuable perspective to the Management.

CORPORATE GOVERNANCE REPORT

Directors' Attendance (including *via* electronic means) at the AGM and Meetings of the Board, Board Committees and the IDs in 2023 (Provision 1.5)

	Board	IDs	ARC	NC	RC	AGM ^(a)
Number of Meetings held in 2023:	4	1	2	2	1	1
Name of Directors	Number of Meetings Attended in 2023					
Dato' Gan Khai Choon	4	N.A.	N.A.	N.A.	N.A.	1
Mr Hoh Weng Ming	4	N.A.	N.A.	N.A.	N.A.	1
Mr Goh Kian Chee ^(b)	4	1	2	2	1	1
Mr Chew Heng Ching ^(c)	4	1	2	2	1	1
Ms Goh Ying-Peng Cynthia ^(d)	2	1	1	–	–	N.A.
Mr Andrew Goh Kia Teck ^(e)	3	–	2	2	1	1

N.A. – Not applicable

Notes:

- (a) All Directors, except for Ms Goh Ying-Peng Cynthia who was only appointed on 1 July 2023, were in attendance at the Company's AGM in 2023 together with the Company's EA.
- (a) Mr Goh Kian Chee was appointed as the Lead ID, Chairman of the ARC and RC and as a member of the Exco on 1 September 2023, in place of Mr Andrew Goh Kia Teck. Mr Goh Kian Chee stepped down as the Chairman of the NC on 1 September 2023 but remains as a member of the NC.
- (c) Mr Chew Heng Ching was appointed as the Chairman of the NC and SOSC, in place of Mr Goh Kian Chee and Mr Andrew Goh Kia Teck respectively, on 1 September 2023.
- (d) Ms Goh Ying-Peng Cynthia was appointed as an ID on 1 July 2023 and as a member of the ARC, NC, RC and SOSC on 1 September 2023. Prior to her appointment as a member of the ARC, she had attended one ARC meeting by invitation.
- (e) Mr Andrew Goh Kia Teck stepped down from the Board on 1 September 2023 and ceased to be the Lead ID, Chairman of the ARC, RC and SOSC, and as a member of the NC and Exco.

The SOSC did not convene any meeting in 2023. Although no formal meetings of the Exco were held in 2023, regular informal discussions were held by its members to discuss, amongst other matters, the Group's operations and potential investment opportunities.

Directors' Multiple Board Representations and Time Commitments (Provision 1.5)

When considering the nomination of Directors for re-election/election, the NC also considers the competing time commitments faced by Directors with multiple listed company board representations and/or other principal commitments. An analysis of the directorships (which includes directorships within corporate groups and executive appointments) held by the Directors is reviewed annually by the NC. Each Director is also required to confirm annually to the NC as to whether he or she has any issue with competing time commitments which may impact his or her ability to provide sufficient time and

CORPORATE GOVERNANCE REPORT

attention to his or her duties as a Director of the Company. Based on the analysis, the Directors' annual confirmation and the Directors' commitments and contributions to the Company which are also evident in their level of attendance and participation at meetings of the Board, the Board Committees and the IDs, the NC is satisfied that all Directors are able to carry out and have been adequately carrying out their duties as Directors of the Company.

The NC noted that, excluding the directorship held in the Company, the number of listed company board representations currently held by each of the Directors ranged from nil to three and those held by Dato' Gan Khai Choon and Mr Hoh Weng Ming are mainly on the boards of the related companies of the Company.

On the NC's recommendation and approval by the Board, the maximum number of listed company board representations which a Director of the Company may hold was set at six (including the Company), with a view to providing a guide to address potential competing time commitments that may be faced by Directors serving on multiple listed company boards. The NC may review this guideline from time to time, and will also consider the circumstances of individual Directors or potential candidates with multiple listed company directorships above the recommended number to determine their capacity to participate and contribute effectively to the Board.

Complete, Adequate and Timely Information (Provision 1.6)

Prior to each meeting, members of the Board and the Board Committees are provided with the meeting agenda and the relevant papers submitted by Management, containing where possible and practicable, complete, adequate and timely information to enable full deliberation on the issues to be considered at the respective meetings. Management, the Company's EA and professional advisors who can provide additional insight into the matters for discussion, are also invited from time to time to attend Board and/or Board Committees' meetings. Directors also have separate and independent access to Management.

Management provides all Directors with monthly financial reports of the Group's financial performance including analysis of the same. Any material variances between the month and year-to-date ("YTD") under review as compared to the corresponding month and the YTD of the preceding year, are disclosed and explained. Where the Board's or a Board Committee's approval is sought, relevant background and explanatory information on the specific matter is provided to enable Directors to understand the issues and to request for further disclosures, as necessary.

Draft agendas for Board and Board Committee meetings are circulated to the Board Chairman and the chairmen of the Board Committees respectively, in advance, for them to review and suggest items for the agenda. Each of the chairmen of the Exco, ARC, NC and RC provides an annual report of the respective committees' activities during the year under review to the Board. The minutes of meetings of the Board Committees and the IDs are circulated to all Board members.

Access to Management, Company Secretaries and Independent Professional Advisors (Provision 1.7)

All Directors have direct and independent access to Management. To facilitate this access, all Directors are provided the contact details of the KMP, the Company Secretaries and other members of the Management.

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The Directors, whether as a group or individually, are entitled to take independent professional advice at the expense of the Company, in furtherance of their duties and in the event that circumstances warrant the same. The Company has in place internal guidelines allowing the Directors to seek independent professional advice.

The Company Secretaries' appointment and removal are subject to the Board's approval. At least one of the Company Secretaries attends meetings of the Board, the Board Committees and the IDs, and ensures that all Board procedures are followed. The Company Secretaries, together with Management, also ensure that the Company complies with all applicable statutory and regulatory rules. Together with Management, the Company Secretaries also advise the Board Chairman, the Board and the Board Committees on corporate governance matters and assist to implement and strengthen corporate governance practices and processes, including ensuring adequate and timely information flows within the Board and the Board Committees and between the Directors and Management, facilitating the induction for newly appointed Directors and newly appointed Board Committee members, and assisting in the continuing training and development programmes for the Directors. On an on-going basis, the Directors have separate and independent access to the Company Secretaries.

Principle 2: Board Composition and Guidance

Board Independence (Provisions 2.1, 2.2 and 2.3)

The Board currently comprises five members, all of whom are NEDs. The NC has recommended and the Board has determined three of the NEDs, being more than half of the Board, to be independent (the "Three IDs"), thus providing for a strong and independent element on the Board capable of exercising objective judgment on the corporate affairs of the Company. No individual or small group of individuals dominates the Board's decision-making. No alternate Directors have been appointed in respect of any of the Directors.

When determining the independence of the Three IDs, namely, Mr Goh Kian Chee, Mr Chew Heng Ching and Ms Goh Ying-Peng Cynthia, the NC has considered the applicable Rule 210(5)(d) of the Listing Manual and the guidelines for independence set out in Provision 2.1 of the CG Code and its accompanying Practice Guidance. As part of the consideration of their independence, the NC also took into account the following:

- other directorships;
- annual declarations regarding their independence;
- disclosures of interests in transactions in which they have a direct/indirect interest (if any);
- their ability to avoid any apparent conflict of interest especially by abstaining from deliberation and decision-making on such transactions;
- their ability to maintain objectivity in their conduct as Directors of the Company; and
- their ability to objectively raise issues and seek clarification as and when necessary from the Board, Management and the Company's external advisers on matters pertaining to their area of responsibilities whether on the Board or on the Board Committees.

Each of the Three IDs recused himself or herself from the NC's deliberations on his/her own independence.

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None of the Three IDs is currently employed or has been employed at any time during the past three financial years by the Company or any of its related corporations. These IDs also do not have immediate family members who are currently employed or have been employed at any time during the past three financial years by the Company or any of its related corporations, and whose remuneration is determined by the RC. For purposes of determining independence, the Three IDs have also provided confirmation that they are not related to the Directors and substantial shareholders of the Company. The NC is satisfied that there is no other relationship which could affect their independence. The Board undertook a review of the independence of the Three IDs with each ID abstaining from participating in his/her own review, and the Board concurred with the NC's determination of the independence of the Three IDs.

Ms Goh Ying-Peng Cynthia, an ID, is a partner of the legal firm, Messrs Rajah & Tann Singapore LLP ("R&T") (with less than 5% stake). R&T and Messrs Christopher & Lee Ong ("CLO"), an associate of R&T, have rendered professional legal services to the Group from time to time. The total amount of the fees paid/to be paid to R&T and CLO for the financial year ended 31 December ("FY") 2023 was less than \$200,000, which was largely for the legal services rendered by R&T and CLO to the Group. Ms Goh Ying-Peng Cynthia had abstained from the deliberation and decision-making in the engagement of R&T and CLO as solicitors for transactions relating to these legal services. The NC has determined, and the Board has concurred, that Ms Goh Ying-Peng Cynthia's independence is not affected by this relationship of the Group with R&T and CLO.

The Three IDs had also avoided apparent conflicts of interests especially by abstaining from deliberation on transactions in which they had a direct/indirect interest, and were able to maintain objectivity in their conduct as Directors of the Company. They have objectively raised issues and sought clarification as and when necessary from the Board, Management and the Group's external advisors on matters pertaining to their area of responsibilities whether on the Board or on the Board Committees. The Board is also not aware of any other relationship or circumstances that could interfere, or be reasonably perceived to interfere, with the exercise of each of the Three IDs' independent business judgment with a view to the best interests of the Company.

Of the Three IDs, Mr Chew Heng Ching and Ms Goh Ying-Peng Cynthia will be seeking re-election/election respectively at the Company's AGM in April 2024. Having considered their independence, the Board therefore recommends the re-election/election of Mr Chew Heng Ching and Ms Goh Ying-Peng Cynthia respectively as IDs of the Company.

Board Composition, Size and Diversity (Provision 2.4)

The NC reviews the size and composition mix of the Board and Board Committees annually and makes recommendations to the Board. Since 2018, the Company adopted a Board Diversity Policy ("BDP") which sets out the framework for promoting diversity on the Board. The Company recognises that a diverse Board is an important element which will better support the Company's achievement of its strategic objectives for sustainable development by enhancing the decision-making process of the Board through the perspectives derived from the various skills, business experience, industry discipline and other aspects of diversity (such as gender and age) of the Directors.

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The BDP which is available on the Company's corporate website, provides that the NC shall consider all aspects of diversity when reviewing and assessing the composition of the Board and when making recommendations to the Board for the appointment of Directors in order to arrive at an optimal balanced composition of the Board. The BDP also provides for the NC to discuss and recommend annually to the Board measurable targets and timelines for promoting and achieving diversity on the Board as well as report to the Board on the progress made towards achieving the targets within the timelines set.

The Company has put in place a skills matrix to help identify gaps in the Board and the Board Committees. The skills matrix classifies skills, experience and knowledge of the existing Directors into the following several broad categories such as industry knowledge namely, investment holding and hospitality-related businesses, real estate investment and hotel management and consultancy; management expertise, for example, leadership and management, and strategic planning; and skills in specific areas such as finance/accounting, risk management, legal, sustainability, corporate finance/mergers and acquisitions and digital/technology.

When reviewing and assessing the size and composition of the Board and Board Committees, and making recommendations to the Board annually including the re-election/election of Directors, the NC takes into consideration factors under the BDP with a view to arriving at an optimal balanced composition of the Board. As prescribed under the BDP, the final decision on the selection of Directors is based on merits against objective criteria and targets considered by the NC annually and recommended to the Board for approval.

Diversity Targets and Progress in FY 2023

Targets	Progress
Skills diversity: Expand the Board skill set to achieve the Company's strategic objectives.	<p>Ms Goh Ying-Peng Cynthia was appointed as an ID on 1 July 2023. Ms Goh's appointment has contributed and enhanced the Board skill set especially with her many years of legal experience in mergers and acquisitions ("M&A"), schemes of arrangement, reverse takeovers, divestments, corporate finance, capital markets and general corporate work as a Partner with the M&A and Capital Markets practice at R&T.</p> <p>The Board currently comprises business leaders and professionals with financial (including audit and accounting), legal and business management backgrounds, with ages ranging from 50s to 70s. The Board will continue to review opportunities to refresh the Board with a view to expanding its skill set in the Group's business activities and/or in other disciplines.</p>

CORPORATE GOVERNANCE REPORT

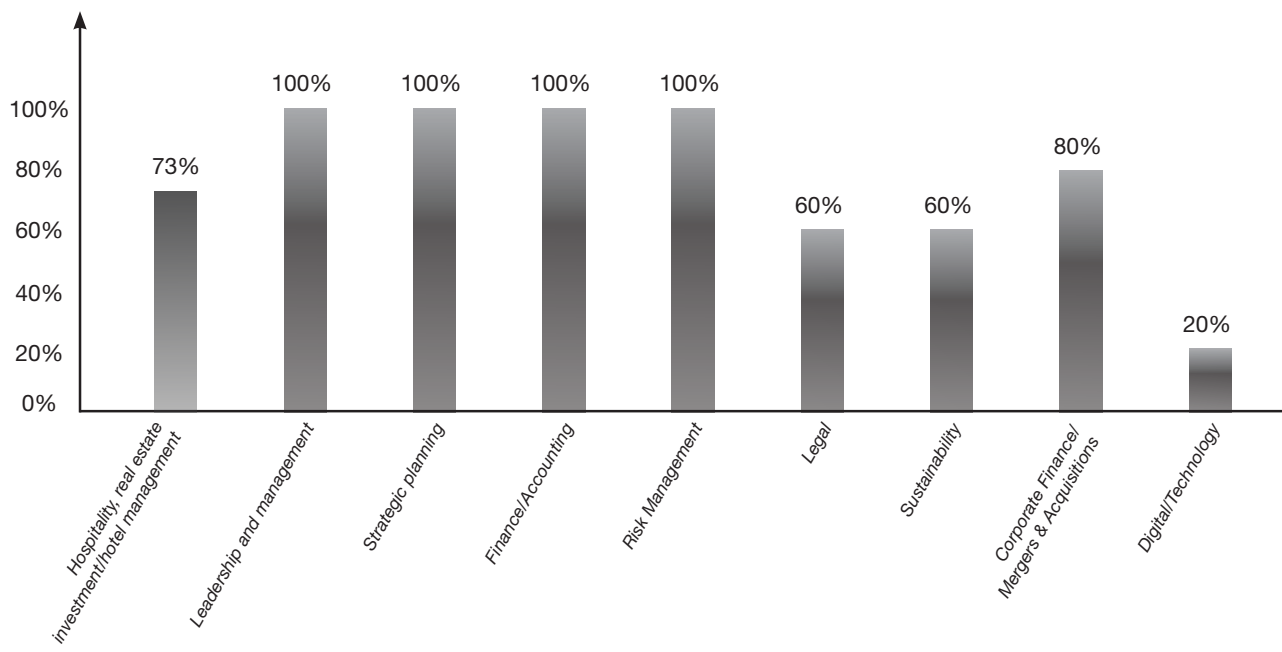
Targets	Progress
<p>Gender diversity:</p> <p>Maintain not less than 20% female representation on the Board.</p> <p>When considering gender diversity, the NC shall consider:</p> <ul style="list-style-type: none"> (a) including a requirement to present female candidates if external search consultants are used to search for candidates for Board appointments; (b) requesting for female candidates to be fielded for consideration when seeking to identify a new Director for appointment to the Board; (c) improving female representation on the Board over time based on the set targets of the Board; and (d) appointing at least one female Director to the NC. 	<p>The Board had adopted the NC's recommended target to achieve a level of at least 20% female representation on the Board as recommended by the Council for Board Diversity ("CBD") for listed companies. With the appointment of Ms Goh Ying-Peng Cynthia as a Director, the Company has achieved its target of having at least 20% female representation on the Board.</p> <p>The NC noted that CBD has recommended for listed companies to have 25% female representation on their boards by 2025 and 30% by 2030.</p>
<p>Board Independence:</p> <p>Maintain majority independence on the Board.</p>	<p>With Ms Goh Ying-Peng Cynthia's appointment as a Director, IDs currently make up 60% of the Board.</p>

The NC and the Board also agreed that there was no need to set a specific target for ethnicity/nationality so long as the candidates provide distinguishing qualities that complement and expand the skills and experience of the Board as a whole. Further information on the individual Directors' background, experience and skills can be found in the 'Board of Directors' section in this AR.

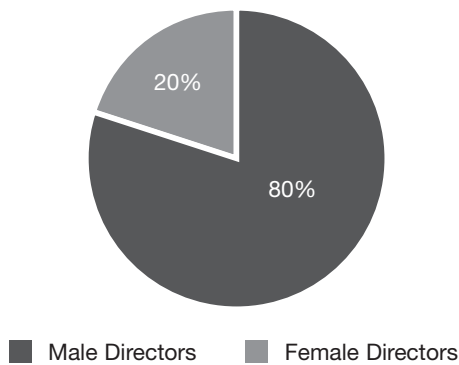
Having considered the scope and nature of the operations of the Group, the Board, taking into account the recommendation of the NC, is satisfied that the current size and composition of the Board and Board Committees provide for diversity in line with the BDP (including the plans and targets reviewed and approved by the NC and the Board annually) and allow for informed and constructive discussions and effective decision making at meetings of the Board and Board Committees. Details of the current Board composition are set out page 22 of the AR.

CORPORATE GOVERNANCE REPORT

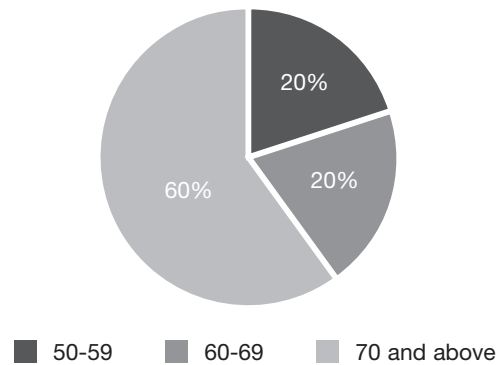
DIRECTORS' SKILLS MATRIX



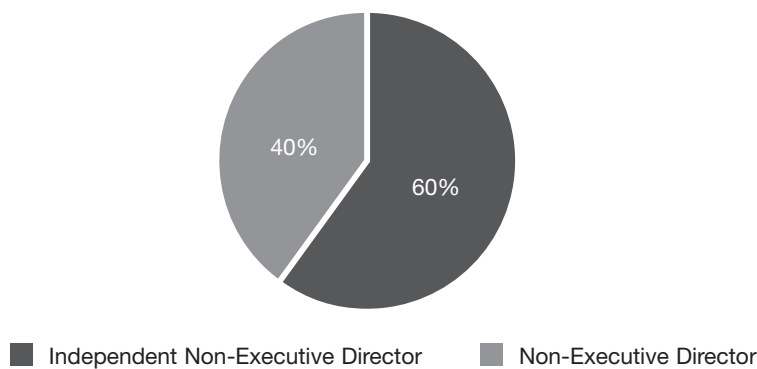
Gender Diversity



Directors' Age Group



Independence



NEDs' Participation (Provision 2.5)

The Board comprises all NEDs who participate actively in Board meetings. They also constructively challenge and help to develop proposals on strategy and review and monitor Management's performance against budgets. To facilitate this, they are kept informed of the Group's business and performance through monthly reports from Management, and have unrestricted access to Management. They also sit on various Board Committees established by the Board to provide constructive input and the necessary review and monitoring of performance of the Group and Management. No separate meetings of the NEDs were convened as the NEDs have been expressing and putting forward their views ardently, freely and openly at all meetings of the Board and Board Committees.

Principle 3: Chairman and Chief Executive Officer

Role of Chairman (Provisions 3.1 and 3.2)

The Board Chairman is Dato' Gan Khai Choon who is a NED. The Board Chairman bears primary responsibility for the workings of the Board, by ensuring effectiveness in all aspects of its role including promoting high standards of corporate governance, setting agenda for Board meetings with input from Management, ensuring sufficient allocation of time for thorough discussion of each agenda item, promoting an open environment within the boardroom for constructive debate, encouraging all the Directors to speak freely and contribute effectively, and exercising control over the quality, quantity and timeliness of information flow between the Board and Management. The Board sets out clear division of his responsibilities as the Board Chairman. As the Board Chairman with written terms of reference approved by the Board, he also promotes and leads the Company in its commitment to achieve and maintain good corporate governance. At AGMs and other shareholder meetings, he plays a pivotal role in fostering constructive dialogue between shareholders, the Board and Management.

The Company does not have any Chief Executive Officer or Executive Director and the Exco is tasked to assist the Board in its general oversight of Management, especially in the review and recommendation to the Board on the Group's initiatives on strategic development and direction on new investments. The Exco is not involved in the executive management of the Group's business and the handling of such operational matters is undertaken by Management. The Exco does not have executive responsibilities for the Company's operations, and is not responsible for the implementation of the Board's direction and decisions, which is the responsibility of Management.

Lead Independent Director (Provision 3.3)

There are internal controls in place to allow for effective oversight by the Board of the Company's business to ensure an appropriate balance of power and authority is exercisable by the Board to enable objective decision-making in the interests of the Company. In view that the Board Chairman, Dato' Gan Khai Choon is not an ID, the Board has appointed Mr Goh Kian Chee as the Lead ID on 1 September 2023, in place of Mr Andrew Goh Kia Teck, to serve as a sounding board for the Board Chairman and also as an intermediary between the Directors and the Board Chairman. The role of the Lead ID is set out under the written terms of reference of the Lead ID, which has been approved by the Board. The Lead ID is available to shareholders where they have concerns and for which contact through the normal channels of the Board Chairman or the Management has failed to resolve or is inappropriate or inadequate.

CORPORATE GOVERNANCE **REPORT**

A meeting of the IDs, chaired by the Lead ID, may be held as often as may be warranted by circumstances. A separate meeting of the IDs was convened in 2023 without the presence of Management or the Board Chairman, and the views expressed by the IDs at the meeting were communicated by the Lead ID to the Board Chairman and/or the Management, as appropriate.

Principle 4: Board Membership

NC Composition and Role (Provisions 4.1 and 4.2)

The NC comprises three NEDs, all of whom including the chairman of the NC, are independent. The Lead ID is also a member of the NC. Please refer to the 'Corporate Directory' section on page 1 of the AR, for the composition of the NC.

The key responsibilities of the NC as set out in its written terms of reference, approved by the Board, are as follows:

- examine Board size;
- review all Board and Board Committee composition and membership;
- review the BDP and recommend to the Board appropriate objectives for diversity (both qualitative and quantitative) and review the progress made towards achieving the Board's objectives for diversity;
- review succession plans for the Directors (including the Board Chairman) and the KMP;
- determine each Director's independence annually and as and when circumstances require;
- evaluate performance of the Board as a whole, its Board Committees and the individual Directors;
- review appointments and re-appointments of Directors (including alternate directors, if any);
- review the reasons for resignations and terminations of Directors and the KMP;
- review and confirm the induction programmes for newly appointed Directors and for existing Directors in respect of their appointments to any of the Board Committees; and
- review training and continuous professional development programme for the Directors.

Two NC meetings were held in 2023. The Company Secretaries maintain records of all NC meetings including records of discussions on key deliberations and decisions taken.

For the financial year under review, the NC conducted a self-assessment of its own effectiveness in the discharge of its roles and responsibilities, which was facilitated through the use of a self-assessment checklist ("NC Self-Assessment Checklist"). The NC Self-Assessment Checklist covered, *inter alia*, the responsibilities of the NC under its terms of reference and considered also the contribution of NC members to the deliberation and decision-making process at NC meetings.

Based on the self-assessment, the NC believes that it has fulfilled its responsibilities and discharged its duties as set out in its terms of reference.

CORPORATE GOVERNANCE REPORT

Succession Planning for the Board, the Board Chairman and KMP (Provision 4.1)

The Board believes in carrying out succession planning for itself, the Board Chairman and the KMP to ensure continuity of leadership. Board renewal is a continuing process and in this regard, the NC reviews annually the composition of the Board and the Board Committees, which includes size and mix, and recommends to the Board the selection and appointment of new Directors, whether in addition to existing Board members or as replacement of retiring Board members, with a view to identifying any gaps in the Board's skill set taking into account the Group's business operations. New Directors are also appointed so that the experience of longer serving Directors can be drawn upon while tapping into the new external perspectives and insights which new Directors bring to the Board's deliberation. The Board will be able to function smoothly notwithstanding any resignation or retirement of any Director given the present number of members and mix of competencies on the Board. The NC also conducts annual review on the succession planning to ensure continuity of leadership for the KMP.

The Group has currently identified Ms Foo Yang Hym, the CFO and Mr Tee Puat Heng (Patrick), the General Manager of Copthorne Hotel Cameron Highlands, the Group's hospitality operations in Malaysia, as its KMP.

In line with the Company's Board diversity targets, Ms Goh Ying-Peng Cynthia was appointed as a Director on 1 July 2023 to succeed Mr Andrew Goh Kia Teck whose nine-year independence term expired on 31 August 2023. With her legal experience, Ms Goh's appointment has provided further diversity to the core competencies and skill set of the Board as well as promoted gender diversity on the Board.

Nomination of Directors and Determination of Independence (Provisions 4.3 and 4.4)

The NC reviews annually the nomination of the relevant Directors for re-election/election as well as the independence of Directors. When considering the nomination of Directors for re-election/election, the NC takes into account their contribution to the effectiveness of the Board (which include their participation and candour at Board and Board Committees' meetings) as well as their time commitment especially for Directors who have multiple listed company board representations and/or other principal commitments, and also reviews their independence having regard to the provisions in the applicable Rule 210(5)(d) of the Listing Manual and the guidelines for independence set out in Provision 2.1 of the CG Code as well as factors considered under Principle 2 above in relation to Board independence. The recommendation of the NC on the annual nomination of the Directors for re-election/election is submitted to the Board for decision and thereafter put to the shareholders for approval at the AGM.

The Constitution of the Company provides that at least one-third of the Directors for the time being, shall retire as Directors at each AGM of the Company. All new Directors appointed by the Board shall hold office until the next AGM, and be eligible for election at the said AGM. Excluding new Directors who are seeking appointment at the AGM or who will be seeking election at the first AGM immediately after their initial appointment, the remaining Directors of the Company will retire from office at least once in every three years.

CORPORATE GOVERNANCE REPORT

In accordance with the Constitution of the Company, Dato' Gan Khai Choon and Mr Chew Heng Ching will be retiring by way of rotation while Ms Goh Ying-Peng Cynthia who was appointed to the Board on 1 July 2023 will also be retiring at the 2024 AGM. The retiring Directors being eligible, have offered themselves for re-election/election. The NC has considered their contribution and performance, and recommended to the Board to nominate their re-election/election at the 2024 AGM. Detailed information on the Directors who are proposed to be elected/re-elected at the 2024 AGM can be found under the sections on 'Board of Directors' and 'Additional Information on Directors Seeking Re-election/Election at the 61st Annual General Meeting' of the AR.

Criteria and Process for Nomination and Selection of New Directors (Provision 4.3)

Searches for and selection of candidates to be considered for appointment as Directors are facilitated through recommendations from the Directors, Management or external parties including the Company's contacts in the related industries, finance, legal and accounting professions, and identified based on the needs of the Company and the relevant expertise required. Assistance may also be obtained from SID and professional executive search firms engaged to source for suitable candidates for the NC's consideration. Candidates would be required to furnish their curriculum vitae containing information on their academic/professional qualification, work experience, employment history and experience (if any) as directors of listed companies.

The NC meets with the proposed candidates to assess their suitability before formally considering and recommending them for appointment to the Board and where applicable, to the Board Committees.

In reviewing and recommending to the Board any new Director appointments, including appointments to the appropriate Board Committee(s), the NC considers the following as well as factors prescribed under the Company's BDP, details of which are set out under the sub-header 'Board Composition, Size and Diversity (Provision 2.4)':

- (a) the candidate's age, gender, track record, experience and capabilities or such other factors as may be determined by the NC to be relevant and which would contribute to the Board's collective skills and diversity;
- (b) the composition requirements for the Board and Board Committees after matching the candidate's skills set to the requirement of the relevant Board Committees (if the candidate is proposed to be appointed to any of the Board Committees);
- (c) any competing time commitments if the candidate has multiple listed company board representations and/or other principal commitments; and
- (d) the candidate's independence, in the case of the appointment of an ID.

Key Information on Directors (Provision 4.5)

Please refer to the 'Board of Directors' section in the AR for key information on the Directors, which includes the dates of their first appointment and latest re-election/election to the Board (if applicable), their academic/professional qualifications, directorships held in listed companies and principal commitments for both the current and the preceding three years and other relevant information; 'Additional Information on Directors Seeking Re-election/Election at the 61st Annual General Meeting' and the 'Notice of Annual General Meeting' for information on Directors proposed for re-election/election at the 2024 AGM.

Board Development (Provision 4.5)

The NC reviews the training and development of the Directors to ensure that Directors receive appropriate development on a continuing basis, to perform their roles on the Board and where applicable, the Board Committees. The Directors are provided with updates and/or briefings to assist them to properly discharge their duties. The briefings are conducted either internally with invited speakers, or externally, at the Company's expense. Further training for the Directors in specific areas are also being recommended by the NC, where required, based on the NC's review of the annual evaluation checklists from the Board and the Board Committees. A separate programme is established for new Directors, details of which as well as the internal briefing and updates provided for the Directors in 2024 are set out in the paragraph above under the subject heading 'Board Orientation and Training/Development (Provision 1.2)'.

The Board is kept apprised twice yearly on a list of training programmes attended by the Directors during the year.

Principle 5: Board Performance

Board Evaluation Process (Provision 5.1)

The Company has in place a formal process for assessment of the effectiveness of the Board as a whole, the various Board Committees and the contribution by each Director to the effectiveness of the Board and the Board Committees, where applicable. No external facilitator has been used. The NC assesses the Board's performance as a whole annually using objective and appropriate criteria which were recommended by the NC and approved by the Board. When assessing the overall Board performance, the NC takes into consideration the Board composition, the Directors' independence, the feedback from individual Directors on areas relating to the Board's role on strategy and performance, the Board's process and governance (including oversight on risk management and internal controls) and the effectiveness of the Board Chairman. The results of the overall evaluation of the Board by the NC including its recommendation for improvements, if any, are presented to the Board.

The NC also undertook an evaluation of performance of the Board Committees, specifically the NC, the RC and the ARC with the assistance of self-assessment checklists completed by these Board Committees, as well as a report provided by the Exco.

The annual evaluation process for the Board Chairman and the individual Director's performance comprises two parts: (a) review of the background information concerning the Director including his or her attendance records at Board and Board Committee meetings; and (b) the NC's evaluation based on certain assessment parameters, which were recommended by the NC and approved by the Board.

When deliberating on the performance of a particular Director who is also a member of the NC, that member abstains from the discussions in order to avoid any conflict of interest. The results of the individual evaluation of each of the Directors are also used by the NC, in its consultation with the Board Chairman, to review, where appropriate, the composition of the Board and Board Committees, and to support its proposals, if any, for appointment of new members and its recommendations for the re-election/election of retiring Directors. Comments from the Directors, if any, concerning the Board as a whole and the general performance of the Directors, are also presented to the Board.

CORPORATE GOVERNANCE REPORT

Board Evaluation Criteria (Provision 5.2)

The qualitative criteria used by the NC to evaluate the Board cover five main areas relating to Board structure, the Board's review of the Company's strategy and performance, the Board's oversight of the Company's governance including risk management and internal controls, and the effectiveness of the Board Chairman and Board processes.

The quantitative criteria used to evaluate the overall Board performance comprises the Company's financial performance for the year under review as compared against the historical performance and budgeted forecasts of the previous year.

Individual Director Evaluation Criteria (Provisions 5.1 and 5.2)

Factors taken into account in the assessment of a Director's performance include his or her abilities and competencies, his or her objectivity and the level of participation at Board and, where applicable, Board Committee meetings including his or her contribution to Board processes and the business strategies and performance of the Company. The performance evaluation of each Director is taken into account in the NC's consideration with regard to his or her re-election/election as a Director.

REMUNERATION MATTERS

Principle 6: Procedures for Developing Remuneration Policies

RC Composition and Role (Provisions 6.1, 6.2, 6.3 and 6.4)

The RC comprises three NEDs, all of whom including the chairman of the RC, are independent. All the members of the RC also sit on the SOSOC. The key responsibilities of the RC as set out in its written terms of reference approved by the Board, are to review and recommend, for the endorsement of the Board, a framework of remuneration for the Board and KMP as well as the specific remuneration packages for each Director and the KMP.

The Company has in place a remuneration framework (which covers all aspects of remuneration) for the Directors and the KMP. The Group has identified its CFO and the General Manager of Copthorne Hotel Cameron Highlands as its KMP for FY 2023. On an annual basis, the RC reviews and recommends fees payable to the Directors for the Board's consideration before approval is sought from the shareholders at the AGM. The RC also reviews and recommends annually the specific remuneration packages for the Directors and the KMP, including annual increments and year-end bonuses to be granted to the KMP for the Board's approval. The KMP's contracts of service which have been reviewed by the RC do not contain any unfair or unreasonable termination clauses.

The RC has access to appropriate advice from the CFO who assists to provide human resources support to the Group. No remuneration consultants from outside the Company were appointed in 2023.

One RC meeting was convened in 2023. The Company Secretaries maintain records of all RC meetings including records of discussions on key deliberations and decisions taken.

For the financial year under review, the RC conducted a self-assessment of its own effectiveness in the discharge of its roles and responsibilities, which was facilitated through the use of a self-assessment checklist ("RC Self-Assessment Checklist"). The RC Self-Assessment Checklist covered, *inter alia*, the responsibilities of the RC under its terms of reference and considered the contribution of RC members to the deliberation and decision-making process at RC meetings.

CORPORATE GOVERNANCE REPORT

Based on the self-assessment, the RC believes that it has fulfilled its responsibilities and discharged its duties as set out in its terms of reference.

Principle 7: Level and Mix of Remuneration

Remuneration of Directors and KMP (Provisions 7.1, 7.2 and 7.3)

The Company currently does not have any Chief Executive Officer or Executive Director.

When reviewing the structure and level of Directors' fees, which comprise base Director's fee and additional fees for services rendered under the various Board Committees, the RC takes into consideration the Directors' respective roles and responsibilities in the Board and Board Committees, the contributions and time spent by the Directors in discharging their Board and Board Committees' duties and responsibilities, as well as the changes in the business, corporate governance practices and regulatory rules. The RC is mindful that the remuneration for IDs should not be excessive in order not to compromise or reasonably be perceived to compromise their independence. No Director is involved in deciding his or her own remuneration.

Each of the Directors receives a base Director's fee, with the Chairman of the Board receiving an additional fee for serving as Board Chairman. Directors who serve on the ARC, NC and RC also receive additional fees in respect of each of these Board Committees that they serve on, with the chairmen of these Board Committees receiving a higher fee in respect of their service as chairman of these Board Committees.

The structure of fees payable to Directors of the Company for FY 2023 is set out as follows:

Appointment	Fees per annum (\$)
Director	15,000 (Basic fee)
	Additional Fees:
Board Chairman	15,000
Audit and Risk Committee (ARC)	
– ARC Chairman	40,000
– ARC Member	20,000
Nominating Committee (NC)	
– NC Chairman	5,000
– NC Member	3,000
Remuneration Committee (RC)	
– RC Chairman	5,000
– RC Member	3,000
Lead Independent Director	Nil

CORPORATE GOVERNANCE REPORT

The Company advocates a performance-based remuneration framework that is flexible and responsive to the market and the performance of the Company and individual employees. In designing the compensation structure, the Company seeks to ensure that the level and mix of remuneration are competitive, relevant and appropriate in finding a balance between the current and longer term objectives of the Company.

Based on the remuneration framework, the remuneration packages for the KMP comprise a fixed component (in the form of a base salary and fixed allowances), a variable component (comprising short-term incentives in the form of a year-end bonus) and benefits-in-kind, where applicable. In determining the fixed and variable component for the KMP, the RC considers the KMP's individual performance, the Group's performance and the level of remuneration based on the Company's remuneration policy which gives due regard to the economic climate, market conditions and financial position of the Company. The Company exercises broad discretion and independent judgment in ensuring that the amount and mix of compensation are aligned with the interests of shareholders and promote the long-term success of the Company. The mix of fixed and variable reward is considered appropriate for the Group and for each individual role. The overall level of remuneration is not considered to be at a level which is likely to promote behavior contrary to the Company's risk profile.

Principle 8: Disclosure of Remuneration

Disclosure of Remuneration (Provisions 8.1(a) and 8.3)

The compensation packages for the employees including the KMP comprise a fixed component (in the form of a base salary and fixed allowances), a variable component (comprising short-term incentives in the form of a year-end bonus) and benefits-in-kind, where applicable, taking into account amongst other factors, the individual's performance, the Group's performance, the economic climate, market conditions and financial position of the Company.

There were no termination, retirement or post-employment benefits granted to any Director or KMP in 2023.

Directors' Remuneration for FY 2023 (Provision 8.1(a))

All the Directors of the Company are NEDs. Details of the Board and Board Committee fees for FY 2023 are set out below:

Directors	Board/Board Committee Fees ^(a) \$
1. Dato' Gan Khai Choon	30,000
2. Mr Goh Kian Chee ^(b)	49,685
3. Mr Hoh Weng Ming	15,000
4. Mr Chew Heng Ching ^(c)	41,668
5. Ms Goh Ying-Peng Cynthia ^(d)	16,253
6. Mr Andrew Goh Kia Teck ^(e)	41,942

CORPORATE GOVERNANCE REPORT

Notes:

- (a) These fees comprise Board and Board Committee fees for FY 2023, which are subject to approval by shareholders as a lump sum at the 2024 AGM.
- (b) Mr Goh Kian Chee was appointed as the Lead ID, Chairman of the ARC and RC and as a member of the Exco on 1 September 2023, in place of Mr Andrew Goh Kia Teck. Mr Goh Kian Chee stepped down as the Chairman of the NC on 1 September 2023 but remains as a member of the NC. The Board Committee fees payable to Mr Goh Kian Chee for FY 2023 are prorated accordingly.
- (c) Mr Chew Heng Ching was appointed as the Chairman of the NC and SOSC, in place of Mr Goh Kian Chee and Mr Andrew Goh Kia Teck respectively, on 1 September 2023. The NC fees payable to Mr Chew Heng Ching for FY 2023 is prorated accordingly.
- (d) Ms Goh Ying-Peng Cynthia was appointed as an ID on 1 July 2023 and as a member of the ARC, NC, RC and SOSC on 1 September 2023. The Board and Board Committee fees payable to Ms Goh Ying-Peng Cynthia for FY 2023 are prorated accordingly.
- (e) Mr Andrew Goh Kia Teck stepped down from the Board on 1 September and ceased to be the Lead ID, the Chairman of the ARC, RC and SOSC, and as a member of the NC and Exco. The Board and Board Committee fees payable to Mr Andrew Goh Kia Teck for FY 2023 are prorated accordingly.

None of the Directors receive any other remuneration in FY 2023 other than the Board and Board Committee fees.

Remuneration of KMP (not being a Director or Chief Executive Officer) for FY 2023 (Provisions 8.1(b) and 8.3)

The CG Code recommends the disclosure of individual remuneration of the top five KMP in bands no wider than \$250,000 as well as their aggregate remuneration. The Company does not have a Chief Executive Officer. For FY 2023, the Group identified Ms Foo Yang Hym, the CFO and Mr Tee Puat Heng (Patrick), the General Manager of Copthorne Hotel Cameron Highlands, the Group's hospitality operations in Malaysia, as its KMP.

The KMP's remuneration for FY 2023 in bands of \$250,000 is set out below.

	Base Salary ¹ %	Bonuses/ Allowances ¹ %	Other Benefits %	Total %
\$250,000 and below				
KMP				
1. Ms Foo Yang Hym	83	15	3	100
2. Mr Tee Puat Heng (Patrick)	85	13	2	100

Note:

1. The salary and bonuses/allowances are inclusive of employer's contribution to defined contribution plans.

CORPORATE GOVERNANCE REPORT

The Board has considered the disclosure of the KMP's aggregate remuneration and does not believe it is in the interest of the Company to do so, as it may give rise to recruitment and talent retention issues, given the highly competitive human resource environment, particularly in the hospitality industry. The Board has also carefully considered the need to balance the interests of all stakeholders, including the shareholders, the Group and its employees, and believes that shareholders' interest will not be prejudiced by the non-disclosure of the KMP's aggregate remuneration.

Taking into consideration the disclosures as described above, the Company is of the view that there is sufficient transparency in its practices which are consistent with the intent of Principle 8 of the CG Code.

Remuneration of Director's or Substantial Shareholder's Immediate Family Members for FY 2023 (Provision 8.2)

There were no employees of the Company who were substantial shareholders of the Company or immediate family members of a Director or a substantial shareholder of the Company, and whose remuneration exceeds \$100,000 during the year.

Share Option Scheme (Provision 8.3)

The Company has established the SOS in 2006 but no options had been granted since the commencement of the said scheme which details can be found on pages 64 and 65 of this AR. In view of pending opportunities to grow the Group's earning base which remains a priority of the Board, the RC does not think it is appropriate at this juncture to consider the grant of options under the SOS.

For the same reason, the RC also does not think that it is currently appropriate to adopt the use of a claw-back mechanism in the variable components of the remuneration of the KMP for exceptional circumstances of misstatement of financial results or of misconduct resulting in financial loss or other losses to the Company.

ACCOUNTABILITY AND AUDIT

Principle 9: Risk Management and Internal Controls

The Directors recognise that they have overall responsibility to ensure proper financial reporting for the Group and effectiveness of the Group's system of internal controls including financial, operational, compliance and IT controls, and risk management policies and systems.

Having regard to the risks to which the business is exposed, the likelihood of such risks occurring and the risk tolerance accepted by the Group, the Company's internal controls structure has been designed and put in place by Management to provide reasonable assurance against material financial misstatements or loss, for the safeguarding of assets, for the maintenance of proper accounting records, on the reliability, relevance and integrity of the information (including financial information) used within the business and for publication, and in compliance with applicable laws and regulations. However, no internal controls system can provide absolute assurance in view of inherent limitations of any internal controls system against the occurrence of human and system errors, poor judgment in decision-making, losses, fraud or other irregularities.

CORPORATE GOVERNANCE REPORT

The internal controls structure which is established includes:

- a risk management framework for the identification, assessment and monitoring of the Group's key risks;
- policies and procedures and approved authorisation matrix in place, which are reviewed from time to time, that govern and allow from time to time the monitoring of financial and operational controls;
- a programme of external and internal audits; and
- a whistle-blowing programme, whereby officers and employees of the Group and other persons can raise in confidence, whether anonymously or otherwise, concerns on possible improprieties relating to accounting, financial reporting, internal controls and auditing matters without fear of reprisals in any form, and the provision of internal arrangements for the investigation of matters raised thereunder.

Oversight of Risk Management (Provision 9.1)

An organisational risk management framework has been established by Management to formalise and document the internal processes, many of which are already currently in place, to enable significant business risks within the Group to be identified, assessed, monitored, managed and evaluated. The Company recognises that risk management process is an on-going process and will thus continuously ensure that the Company's current risk management system and processes are in line with industry practices.

To assist the Board in its risk management oversight, the ARC reviews the Group's risk management processes and practices. Regular updates on the Group's risk management during the year under review were provided to the ARC by Management.

Assurances from the KMP (Provision 9.2)

In relation to Provision 9.2 of the CG Code and Rule 1207(10) of the Listing Manual, the ARC and the Board received written assurance from the CFO and the General Manager of Copthorne Hotel Cameron Highlands, being the KMP:

- (a) that the Group's financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and
- (b) that the Group's system of internal controls and risk management system in place were adequate and effective to address in all material aspects the financial, operational, compliance and IT risks in the context of the current scope of the Group's business operations.

The ARC reviewed the adequacy and effectiveness of the Group's material internal controls that address the Group's financial, operational, compliance and IT controls, and risk management systems, with the assistance of the internal auditors, EA and Management, who provide regular updates during the year to the ARC in addition to the briefings and updates provided at the ARC meetings. The management action plans are initiated to address the deficiencies identified by the internal auditors and EA.

CORPORATE GOVERNANCE **REPORT**

Based on the work performed by the internal auditors during the financial year, as well as observations shared by the EA, Ernst & Young LLP (“EY”) during the course of their audit, and the written assurance from the KMP, the Board, with the concurrence of the ARC, is of the opinion that the system of internal controls and risk management system in place as at 31 December 2023 are adequate and effective to address in all material aspects, the financial, operational, compliance and IT risks within the current scope of the Group’s business operations.

Principle 10: Audit Committee

Composition of ARC (Provisions 10.2 and 10.3)

The ARC comprises three NEDs, all of whom including the chairman of the ARC, are independent. All members including the ARC Chairman possess the relevant accounting or related financial management expertise and experience.

Based on the terms of reference of the ARC, a former partner or director of the Company’s existing auditing firm or auditing corporation should not act as a member of the ARC: (a) within a period of two years commencing on the date of his or her ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case (b) for as long as he or she has any financial interest in the auditing firm or auditing corporation. None of the members of the ARC were former partners or directors of or have any financial interest in the Company’s existing audit firm. Please refer to the ‘Board of Directors’ section in the AR for the academic/professional qualification and experience of the members of the ARC.

With the current composition, the ARC believes that it has the relevant accounting or related financial management and risk management expertise and experience to discharge its functions within its written terms of reference which has been approved by the Board.

Powers and Duties of the ARC (Provisions 10.1 and 10.5)

The ARC is authorised by the Board to investigate any matters it deems appropriate within its terms of reference and has direct and unrestricted access to the EA, the internal auditors and Management. It may invite any Director, Management, any officer or employee of the Group, the EA and internal auditors to attend its meetings. It is also authorised to engage any firm of accountants, lawyers or other professionals as it sees fit to provide independent counsel and advice to assist in the review or investigation on such matters within its terms of reference as it deems appropriate, at the Company’s expense.

The principal responsibility of the ARC is to assist the Board in maintaining a high standard of corporate governance, particularly by providing an independent review of the adequacy and effectiveness of the Group’s financial reporting process and material internal controls, including financial, operational, compliance, IT and risk management controls. Other duties within its written terms of reference include:

- to review significant financial reporting issues and judgments so as to ensure the integrity of the Company’s and the Group’s financial statements, and of announcements relating to the Company’s and the Group’s financial performance and recommend changes, if any, to the Board;
- to review the adequacy and effectiveness of the Group’s risk management and internal controls including financial, operational, compliance and IT controls and report to the Board;

CORPORATE GOVERNANCE REPORT

- to review the assurance provided by the CFO, in the absence of a Chief Executive Officer, that the financial records have been properly maintained, and that the financial statements give a true and fair view of the Company's and the Group's operations and financial position;
- to review the adequacy, effectiveness, independence, scope and results of the internal audit ("IA") function;
- to review annually the adequacy, effectiveness, scope and results of the external audit and the independence and objectivity of the EA, and in this regard to also review the nature and extent of any non-audit services provided by the EA to the Group;
- to make recommendations to the Board on the proposal to the Company's shareholders on the appointment, re-appointment and removal of the EA, and to approve the remuneration and terms of engagement of the EA;
- to provide oversight of the Group's risk management matters, in relation to the adequacy and effectiveness of the established risk management framework;
- to review interested person transactions to ensure that they are entered on normal commercial terms and are not prejudicial to the interests of the Company or its minority shareholders;
- to oversee the establishment and operation of the whistle-blowing policy and arrangements in place for raising, in confidence, concerns about possible improprieties on matters of financial reporting or any other matters in the Group; and
- to provide oversight on the Group's compliance relating to sustainability governance and reporting issues including reviewing the framework put in place by Management for the identification, assessment, management and monitoring of the material ESG factors, and setting of the targets and key performance indicators for the achievement of the Group's sustainability strategy.

ARC's Commentary on Significant Financial Reporting Matter

In the review of the financial statements for FY 2023, the ARC had discussed with both the Management and the EA the accounting principles that were applied and their judgment of items that might affect the integrity of the financial statements. The following significant matter impacting the financial statements was discussed with Management and the EA, and have been included as a key audit matter in EY's audit report set out in this AR:

Significant Matter	How the ARC reviewed the matter and what decisions were made
Recoverable Amount of Development Property	Management engaged an external independent professional valuer (the "Valuer") to perform a valuation of the estimated market value of the development property at Melaka, Malaysia (the "Estimated Market Value"). In evaluating the Estimated Market Value, the ARC reviewed the valuation method and key assumptions used by the Valuer and also took into consideration the market conditions arising from inflationary pressure, rising interest and geopolitical situation. The ARC also compared the Estimated Market Value with the carrying amount recorded in the accounts. The ARC received the report from the EA, who was assisted by their internal valuation specialist. This report presented, amongst other matters, EA's assessment of the Estimated Market Value. The ARC, having reviewed and considered the reports from the Valuer and the EA, was satisfied with the approach on the estimation of net realisable value for the said property as adopted and disclosed in the financial statements.

CORPORATE GOVERNANCE REPORT

The ARC held two meetings during the year and carried out its duties as set out within its terms of reference. For details of the activities performed by the ARC during the year, please refer to the 'Directors' Statement' section on pages 66 and 67 of the AR. The Company Secretaries maintain records of all ARC meetings including records of discussions on key deliberations and decisions taken. The ARC meets with the internal auditors and EA, each separately without the presence of Management, annually.

The ARC members continually keep themselves abreast of changes to accounting standards and issues which have a direct impact on financial statements.

For the financial year under review, the ARC conducted a self-assessment of its own effectiveness in the discharge of its roles and responsibilities. The assessment was facilitated through the use of a self-assessment checklist ("ARC Self-Assessment Checklist").

The ARC Self-Assessment Checklist covered, *inter alia*, the responsibilities of the ARC under its terms of reference, and also considered the contribution of ARC members to the ARC's deliberation and decision-making process.

Based on the self-assessment, the ARC is of the view that it has fulfilled its responsibilities and discharged its duties as set out in its terms of reference.

External Auditors (Provisions 10.1(d) and 10.1(e))

Taking cognizance that the EA should be free from any business or other relationships with the Group that could materially interfere with their ability to act with integrity and objectivity, the ARC undertook a review of the independence of EY and gave careful consideration to the Group's relationships with them during 2023.

In determining the independence of EY, the ARC reviewed the Group's relationships with EY and considered and approved the nature of the provision of the non-audit services provided by the firm during the year. As there were no non-audit services rendered by EY for FY 2023, the ARC is satisfied that EY is, and is perceived to be, independent for the purpose of the Group's statutory financial audit. Please refer to note 21 of the Notes to the Financial Statements on page 123 of this AR for details of the fees paid and/or payable by the Group to EY in respect of the audit services for FY 2023.

In reviewing the nomination of EY for re-appointment as the Company's EA for the financial year ending 31 December 2024, the ARC had considered the adequacy of the resources and experience of EY. Consideration was also given to the audit engagement partner assigned to the audit, EY's other audit engagements, the size and complexity of the audit exercise for the Group, and the number and experience of the supervisory and professional staff assigned to the Group's audit.

EY has confirmed that they are registered with the Accounting and Corporate Regulatory Authority. The Company is thus in compliance with Rule 712 and Rule 715 (read with Rule 716) of the Listing Manual in relation to the appointment of the Group's auditors.

On the basis of the above, the ARC has recommended to the Board the nomination of EY for re-appointment as EA at the 2024 AGM.

CORPORATE GOVERNANCE REPORT

Disclosure of Interested Person Transactions (Rule 907 of the Listing Manual)

The Company ensures that interested person transactions are undertaken on an arm's length basis, on normal commercial terms consistent with the Group's usual business practices and policies, and are not prejudicial to the interests of the Company and its minority shareholders and on terms which are generally no more favourable to the interested persons, as defined in Chapter 9 of the Listing Manual, than those extended to or received from unrelated third parties under similar circumstances.

Particulars of interested person transactions required to be disclosed under Rule 907 of the Listing Rules are as follows:

Name of Interested Person	Nature of Relationship	Aggregate value of all interested person transactions in FY 2023 (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920) \$	Aggregate value of all interested person transactions conducted in FY 2023 under shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000) \$
Millennium & Copthorne Hotels Limited ("MCHL") and Millennium & Copthorne International Limited ("MCIL")	Hong Leong Investment Holdings Pte. Ltd. ("HLIH") is a controlling shareholder of the Company. MCHL and MCIL, being associates of HLIH, are interested persons.	Renewal of licence (including sales and marketing) and reservation arrangements for the operation of Copthorne Hotel Cameron Highlands: 600,000 ⁽²⁾	Not applicable ⁽¹⁾

Notes:

1. The Company has not sought any shareholders' mandate for IP transactions pursuant to Rule 920 of the Listing Manual.
2. Estimated amount of fees based on the renewal of licence (including sales and marketing) and reservation arrangements for the period from 1 January 2024 to 31 December 2028 which fees are to be determined and payable in arrears.

The above interested person transaction was carried out on normal commercial terms and was not prejudicial to the interests of the Company and its minority shareholders.

Material Contracts

Except as disclosed above and in the financial statements for FY 2023, there were no material contracts entered into by the Company and its subsidiaries involving the interests of the Directors or controlling shareholders, which are either still subsisting at the end of FY 2023 or, if not then subsisting, entered into since the end of the previous financial year.

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Whistle-blowing Policy (Provision 10.1(f))

HLGE has in place a whistle-blowing policy where officers and employees of the Group and other persons can raise in confidence, whether anonymously or otherwise, concerns on possible improprieties relating to accounting, financial reporting, internal controls, auditing matters and other malpractices and misconduct without fear of reprisals in any form. The ARC has the responsibility of overseeing this policy. Under these procedures, arrangements are in place for independent investigation by the ARC chairman or using internal and/or external resources, of such matters raised in good faith (where appropriate) and for appropriate follow up action to be taken.

In order to facilitate and encourage the reporting of such matters, the whistle-blowing policy, together with the dedicated whistle-blowing communication channels (email and postal address as well as telephone contact numbers) are available on the Company's corporate website and is easily accessible by all employees of the Group and other persons. The ARC monitors the whistle-blowing complaints received and ensures appropriate follow up actions are taken.

The Company is committed to ensure the identity of the whistle-blower is kept confidential and to protect the whistle-blower from any detrimental or unfair treatment as a result of his or her report.

The whistle-blowing policy is reviewed by the ARC from time to time to ensure that it remains current. For more information on the said policy, please refer to the Company's corporate website at www.hlge.com.sg.

Internal Audit (Provisions 10.4 and 10.5)

The primary role of the IA function is to assist the Board to evaluate the reliability, adequacy and effectiveness of the internal controls and risk management processes of the Group's hospitality operations, ensuring that the internal controls of such operations result in prompt and proper recording of transactions and safeguarding of assets. The IA function for FY 2023 in respect of the Group's hospitality operations in Malaysia, namely Copthorne Hotel Cameron Highlands was outsourced to Crowe Governance Sdn Bhd ("Crowe Governance").

The ARC reviews the IA plan to ensure that it incorporates the high priority risk areas identified in the risk management framework of the Company in relation to the Group's hospitality operations. IA reports are extended to the ARC and the CFO. Processes are in place such that material control weaknesses raised in the IA reports are dealt with in a timely manner, with outstanding exceptions or recommendations being closely monitored and reported back to the ARC on a periodic basis.

The ARC reviews the effectiveness and adequacy of the IA function through a review of the IA activities on a periodic basis. In reviewing the services of Crowe Governance, the ARC had reviewed the adequacy of the resources and the qualifications and experience of the professional staff assigned to the IA work for Copthorne Hotel Cameron Highlands. In FY 2023, the IA work was headed by Mr Amos Law Chih Chien, the Executive Director, Risk Advisory of Crowe Governance. Mr Law is a Certified Internal Auditor and Chartered Member of the Institute of Internal Auditors Malaysia and holds a Certification in Risk Management Assurance. He has many years of internal audit, information technology audit, risk management and corporate governance advisory experience that spans across various industries including, *inter alia*, hospitality and hotels. For the IA services provided to the Group, Mr Law was supported by three personnel from Crowe Governance, all of whom have the internal audit experience and qualifications. None of the personnel from Crowe Governance has any

CORPORATE GOVERNANCE REPORT

relationship or conflict of interest that could impair their objectivity and independence in conducting their internal audit function. Crowe Governance is part of Crowe Malaysia, the fifth largest accounting and consulting firm in Malaysia and is a corporate member of the Malaysian Institute of Internal Auditors. Crowe Governance has also confirmed that the provision of IA services was performed in accordance with the Standards for the Professional Practice of Internal Auditing issued by The Institute of Internal Auditors. The ARC also reviews the internal auditors' fees and their ability to deliver the IA services objectively and according to the IA plan approved by the ARC. The internal auditors have unfettered access to the ARC, the Board and Management. The ARC meets the internal auditors at least once annually without the presence of Management and the Company Secretaries.

For the financial year under review, the ARC is satisfied with the quality and effectiveness of the IA function performed by Crowe Governance and that the IA function is independent and is adequately resourced.

SHAREHOLDER RIGHTS AND ENGAGEMENT

Principle 11: Shareholder Rights and Conduct of General Meetings

Being committed to good corporate practices, the Company treats all shareholders fairly and equitably. To facilitate the exercise of shareholders' rights, the Company ensures that all material information relating to the Group and its financial performance is disclosed in an accurate and timely manner *via* SGXNet.

General Meetings (Provisions 11.1, 11.2 and 11.3)

Shareholders are informed of general meetings through notices sent to them. All shareholders are entitled to attend and vote at general meetings in person or by proxy or in the case of a corporate shareholder, through its appointed representative. They are given the opportunity to communicate their views and are encouraged to ask the Directors and the Management questions regarding matters concerning the Company.

The rules for the appointment of proxies, including information that the voting will be conducted by way of poll, are set out in the notice of general meetings. In accordance with the Company's Constitution, shareholders who are not relevant intermediaries may appoint not more than two proxies each to attend, speak and vote at general meetings in their absence. In the case of shareholders who are relevant intermediaries, more than two proxies each may be appointed. The proxy forms must be deposited at such place or places specified in the notice or documents accompanying the notice convening the general meetings at least forty-eight (48) hours before the time set for the general meetings.

The Company provides for separate resolutions at general meetings on each substantial issue, including treating the re-election/election of each Director as a separate resolution. Should the resolutions be 'bundled', the Company will explain the reasons and material implications for doing so in the notice of the general meeting. Detailed information on each item in the AGM agenda is provided in the explanatory notes to the notice of AGM in this AR.

All Directors, including the Lead ID, the chairmen of the respective Board Committees, Management, the EA and legal advisors (where necessary) are present at general meetings to address queries from the shareholders. Questions relating to the conduct of the audit and the preparation and content of the EA's report may be addressed by the EA.

CORPORATE GOVERNANCE REPORT

2023 AGM

The 2023 AGM was held in a wholly physical mode at M Hotel Singapore on 25 April 2023. Arrangements were put in place for attendance at the 2023 AGM, the submission of questions to the Chairman of the Meeting in advance of, or at, the 2023 AGM and voting at the 2023 AGM by shareholders or their duly appointed proxy(ies) and these arrangements were disclosed to shareholders by way of an announcement released on SGXNet on 6 April 2023. Shareholders were also informed of the 2023 AGM through a notification by post.

All the Directors including the Board Chairman, chairmen of the respective Board Committees, Management and the EA were in attendance at the 2023 AGM.

FORTHCOMING 2024 AGM

The forthcoming 2024 AGM will continue to be held in a wholly physical mode at M Hotel Singapore on 26 April 2024. Shareholders will receive, *via* post, a copy each of the AR and Appendix to the Notice of 2024 AGM in relation to the proposed adoption of the new constitution, for shareholders' use. The Notice of AGM, accompanying proxy form and other AGM related documents will also be made available on the SGX website and the Company's corporate website.

Arrangements relating to attendance at the 2024 AGM, submission of questions in advance of, or at the 2024 AGM and voting at the 2024 AGM by shareholders or their duly appointed proxy(ies) or representative(s) in the case of corporate shareholder(s), are set out in the Notes of the Notice of the 2024 AGM.

Voting at General Meetings (Provision 11.4)

The Company's Constitution currently does not provide for voting in absentia (such as voting by mail or electronic means). Shareholders nevertheless are given the opportunity to vote at general meetings even when they are not in attendance as they may appoint proxy(ies) to vote on their behalf.

In support of greater transparency, the Company had been conducting poll voting since its 2016 AGM (except the 2020 to 2022 AGMs which were held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and the checklist issued by ACRA, MAS and SGX RegCo). With poll voting, shareholders present in person or represented by proxy at the AGM will be entitled to vote on a 'one-share, one-vote' basis. The voting results of all votes cast in respect of each resolution will also be announced at the AGM. The detailed results setting out the number of votes cast for and against each resolution and the respective percentages would be announced *via* SGXNet after the AGM. Voting procedures for the poll voting will be explained at the AGM and an external firm which is independent of the firm appointed to undertake the poll voting process, will be appointed as scrutineers for the AGM voting process.

Minutes of General Meetings (Provision 11.5)

The Company also maintains minutes of its general meetings, which includes the key comments and queries raised by shareholders and the responses from the Board, Management and/or the EA. The minutes of the general meetings are available on the Company's corporate website and the SGX website as soon as practicable after the meetings.

CORPORATE GOVERNANCE REPORT

Dividend Policy (Provision 11.6)

The Company has a formalised dividend policy wherein the Group remains committed in its focus to strengthen its core capabilities and to explore growth opportunities with prudent management and a long-term view towards sustainability. Before proposing any dividends, the Board will consider a range of factors, including the Group's results of operations, long-term and short-term capital requirements, current balance sheet, future investment plans and general business conditions and other macro environment factors. The Board will review the dividend policy from time to time and reserves the right to modify, amend and update the policy.

The Company has not recommended any dividend for FY 2023 as it intends to conserve cash for operations (including asset improvements) and future investment opportunities.

Principle 12: Engagement with Shareholders

The Board provides shareholders with periodic financial results in accordance with the timelines prescribed in the Listing Manual. For FY 2023, the Company's results for the first half year ("1H") were released to shareholders within 45 days of the end of 1H whilst the annual results were released within 60 days from the financial year end. In presenting the Group's financial results, the Board aims to provide investors with a balanced and understandable assessment of the Group's performance and financial position with a commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which it operates.

For the financial year under review, the CFO and the General Manager of Copthorne Hotel Cameron Highlands provided assurance to the ARC and the Board on the integrity of the 1H unaudited financial statements of the Group. The Board, in turn, provided a negative assurance confirmation to shareholders in respect of the Company's unaudited financial statements for the 1H 2023 in accordance with the regulatory requirements.

The Company ensures that shareholders are notified of all material information in an accurate and timely manner. Should there be an inadvertent disclosure made to a select group, the Company will release the same information promptly *via* SGXNet. The Company's financial results are announced within the mandatory period. All shareholders are notified of general meetings and the documents relating thereto which are made available to shareholders on the Company's corporate website and the SGX website.

Shareholder Communication (Provision 12.1)

Shareholders and investors can contact the Company or access information on the Company at its corporate website at www.hlge.com.sg which provides, *inter alia*, information on the Board, the Company's Annual Reports, corporate announcements and financial results as released by the Company on SGXNet, matters relating to the Company's AGM and minutes of general meetings, and other information which may be relevant to investors.

Shareholders are encouraged to attend the 2024 AGM in person so they can engage with the Board directly.

CORPORATE GOVERNANCE REPORT

Investor Relations Policy (Provisions 12.2 and 12.3)

The Company aims to build investor confidence and trust through effective open, two-way communication with shareholders and the investment community. The Company has adopted an Investor Relations (“IR”) Policy and is available on the Company’s corporate website at www.hlge.com.sg. The IR Policy sets out the process and mechanism to engage with its stakeholders, including the channel of communication through which shareholders and investors may pose queries and through which the Company may respond. The IR Policy outlines the principles and framework in which the Company communicates and engages with investors and other IR stakeholders to provide balanced, clear and pertinent information.

MANAGING STAKEHOLDER RELATIONSHIPS

Principle 13: Engagement with Stakeholders

The Company has in place arrangements through a variety of channels including *via* the Company’s corporate website to engage with the stakeholders in order to determine the ESG issues that are important to them. The material ESG issues including the approach towards addressing the impacts and gaps identified are reviewed by Management and reported to the ARC and the Board for approval before they are published annually in the Company’s Sustainability Report. Further information on the Company’s approach to stakeholder engagement and its materiality assessment of the ESG issues can be found on pages 46 to 48 of the AR.

Corporate Values and Conduct of Business

The Board and Management are committed to conducting business with integrity and consistent with high standards of business ethics, and in compliance with all applicable laws and regulatory requirements. The Company has in place an Internal Code of Business and Ethical Conduct crystallising the Company’s business principles and practices with respect to matters which may have ethical implications. The code provides a communicable and understandable framework for employees to observe the Company’s principles such as honesty, integrity, responsibility and accountability at all levels of the organisation and in the conduct of the Company’s business in their relationships with customers, suppliers and amongst employees, including situations where there are potential conflicts of interests.

Internal Code on Dealing in Securities

The Company has in place an internal code on securities trading which sets out the implications of insider trading and provides guidance and internal regulation with regard to dealings in the Company’s securities by the Company, its Directors and officers. These guidelines prohibit the Company, all Directors and employees from dealing in the Company’s securities (a) while in possession of unpublished material price-sensitive information; and (b) during the period commencing (i) one month before the date of announcement of the Company’s 1H and full year financial statements (if the Company is not required to announce its quarterly financial statements), or (ii) two weeks before the announcement of the Company’s financial statements for each of the first three quarters of its financial year and one month before the date of announcement of the Company’s full year financial statements (if the Company is required to announce its quarterly financial statements). The internal code also prohibits all Directors and employees from dealing in the Company’s securities on short-term considerations. The Directors and employees of the Company are notified in advance prior to the commencement of the ‘closed periods’ relating to dealing in the Company’s securities.

Statement by the Board of Directors

Sustainability remains essential to our operations and being a valued and respected corporate citizen, we aim to ensure that our sustainability approach creates long-term value for our stakeholders. We systematically review our business practices to assess the impact of its activities upon our stakeholders and vice versa, the impact that any stakeholders' actions could have on the Group¹ in its ability to conduct its activities.

The Board sets the strategy and direction to manage the approach towards sustainability by upholding high standards of governance across our value chain, promoting ethical and responsible business practices, practising prudent financial management, maintaining high standards of health and safety, minimising environmental impact, improving efficient utilisation of resources, and engaging communities where we operate in.

After the COVID-19 pandemic, the business saw a return to normalcy. With the increasing number of hotel guests, we saw our management team take the opportunity to focus on adding value and improving the guest experience. This includes the continuous upgrade of hotel facilities to address customer feedback. New initiatives were also developed to reduce our environmental impact such as to introduce the testing of electric bicycles for guest use, introducing electric vehicle charging bays as well as to support the communities around us through fund raising activities. These collaborative and innovative efforts have helped to raise the spirit and resolve of our hotel staff during these challenging times and we look forward to its further developments.

The Sustainability Committee plays an important role to assist the Board in steering the Group's sustainability direction by continually identifying, evaluating, monitoring, managing and addressing environmental, social and governance ("ESG") factors material to our business.

In this report, we have made improvements to our framework by describing clearer goals / targets for each material issue, review the completeness of the reporting under each material issues, expand on the non-material topics to include Energy & Carbon emissions and present information for the current year performance and the previous two years.

Setting the sustainability pathway requires the commitment, cooperation and continuous feedback of all key stakeholders. We sincerely look forward to your continued support in our efforts towards enabling a more sustainable future for HLGE.

About This Report

This is our seventh sustainability report which has been prepared in accordance with the *Global Reporting Initiative ("GRI") Standards 2016 : Core option*, and complies with the SGX requirements on sustainability reporting. The GRI standard was chosen as it is the most widely used reporting standard in the industry and it is relevant for our business.

¹ the Group refers to HL Global Enterprises Limited ("HLGE") and its subsidiaries.

SUSTAINABILITY REPORT

Information contained in this report reflects the sustainability progress of the Group's principal business operation, Copthorne Hotel in Cameron Highlands, Malaysia ("the Hotel"), from 1 January 2023 to 31 December 2023, unless otherwise specified. We will continue to publish our progress on an annual basis.

A historical comparison to the previous years has also been presented where information is available. There is no significant change to the organization's size, structure, ownership, or supply chain during the year.

There is no climate related disclosures in this report. Since the pandemic, the hotel has not recovered from the industry-wide manpower shortage and hence, the focus has been to return the hotel operations to normalcy and profitability to support the operations. Furthermore, the hotel is currently located 1,600 m above sea level which does not cover any flood zones. In view that the ISSB standards have been finalised and in expecting the travel momentum to continue in the coming years, the management will prepare its climate related disclosures to be reported for FY2024.

We appreciate your feedback on this report as we continue our journey to improve our sustainability data collection systems, reporting and practices. All sustainability related queries can be sent to sustainability@hlge.com.sg.

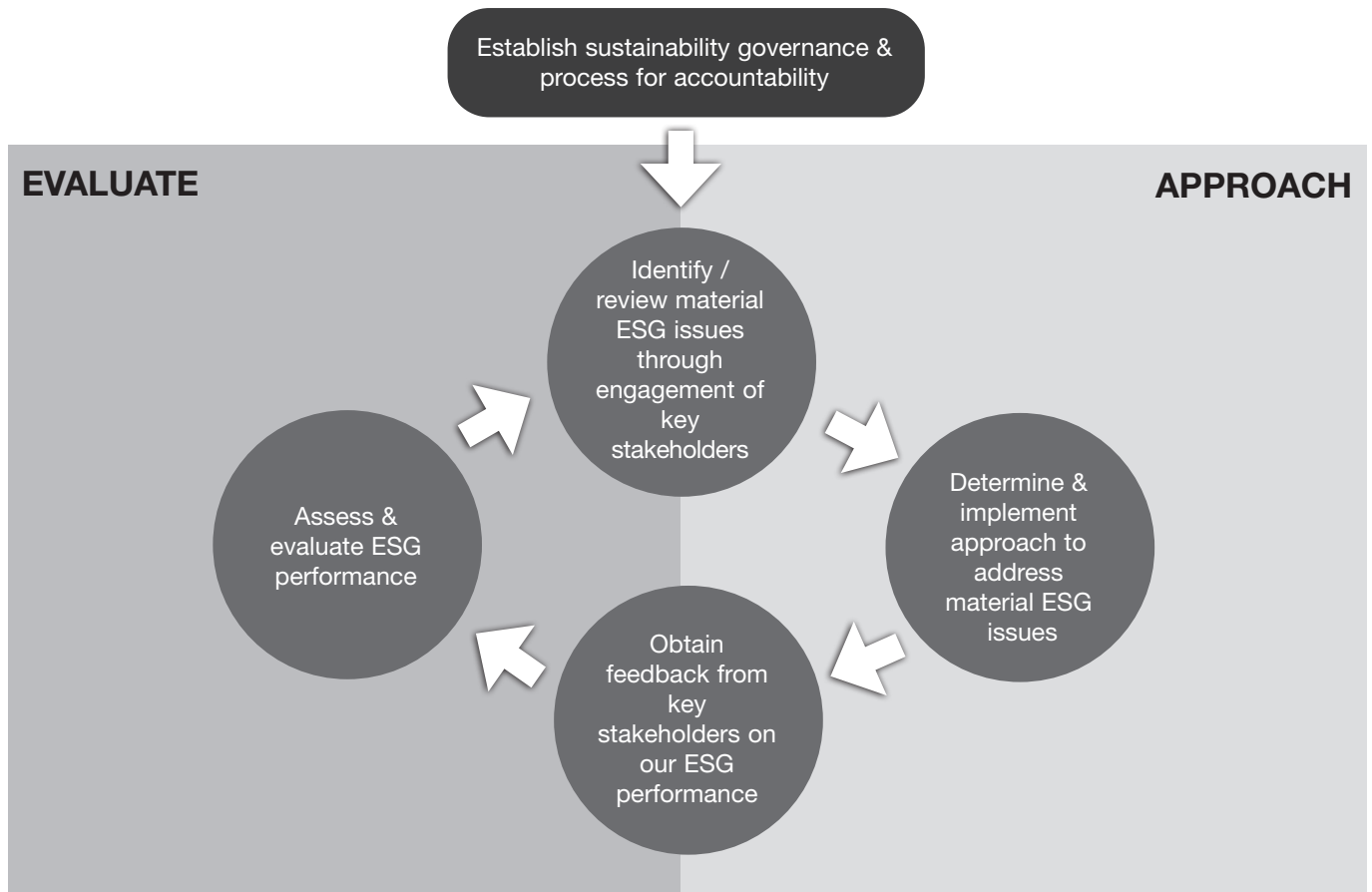
Sustainability Framework and Governance

The Group has developed a framework to formalise the oversight procedures (Figure 1) to ensure reliability, adequacy and effectiveness of the internal controls and risk management processes over our sustainability practices and reporting standards. The Sustainability Committee has been established since 2017 to identify and manage material ESG issues, including the setting of targets and reporting as illustrated in Table 1.

Table 1: Targets for Material Sustainability Issues

Topics	Material Sustainability Issues	Targets Set
Our Business Environment	Enterprise Risk Management	Continuously / quarterly monitoring
	Regulatory & Environmental Compliance	Zero significant fines
	Ethical Conduct & Anti-Corruption	Zero incident
Understanding Our Guests' Needs	Guest Wellness & Safety	Zero fatality / serious injuries to Guest
	Service Quality and Guest Experience	Target set is 7.5
Looking After Our People & Community	Employee Health and Safety	Zero fatality / serious injuries to Employees
	Creating a Positive Working Environment	24 training hours / employee / year (NEW)

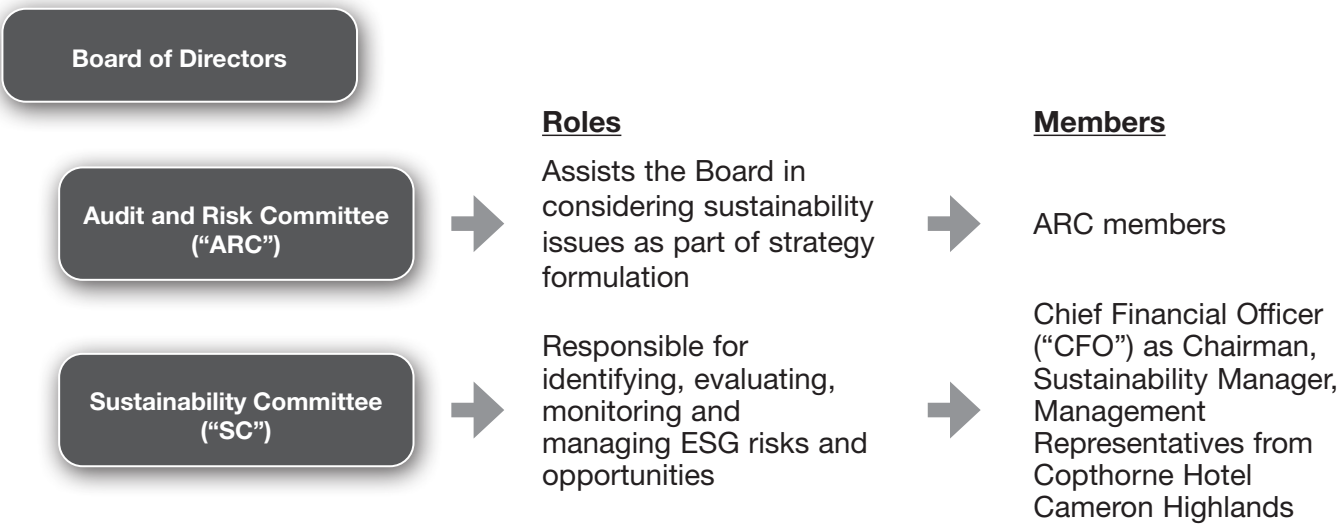
Figure 1: Sustainability Framework



The Sustainability Committee provides sustainability performance updates to the Audit and Risk Committee (“ARC”) on a half-yearly basis and makes recommendations to improve the sustainability of the business. The ARC evaluates and reviews the processes and performance annually and ensures that all requirements for sustainability compliance are met before reporting to the Board. The Board is assisted by the ARC in considering sustainability issues as part of its strategy formulation of the Group (Figure 2).

SUSTAINABILITY REPORT

Figure 2: Sustainability Governance Structure



The Group's Key Stakeholders and Materiality Assessment Process

Key Stakeholders

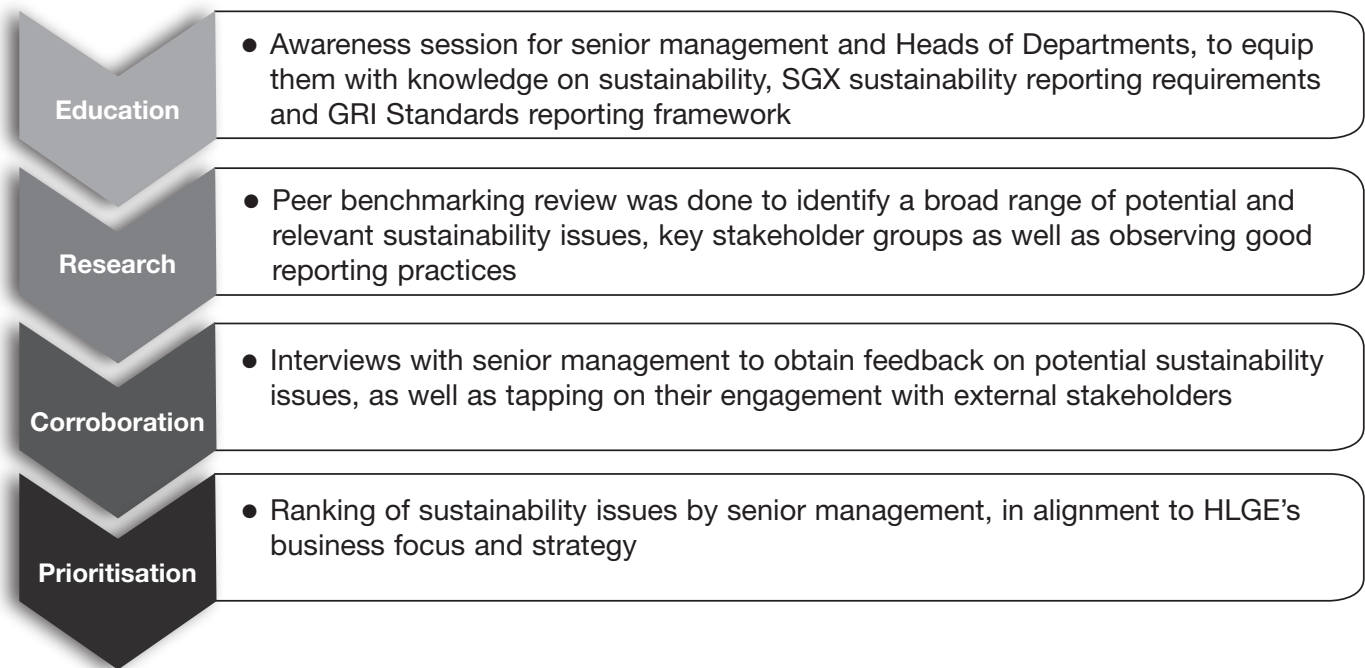
Business begins with value creation for its key stakeholders through the provision of products and/or services, supported by employees and suppliers of the business. Furthermore, the nature of our business activities may impact other key stakeholders that include nearby local communities which are managed in accordance with government regulations. Therefore, our key stakeholders are identified as shareholders, guests, employees, local communities, government agencies, and suppliers.

It is important to ensure we develop and maintain healthy relations with our key stakeholders so that the business can ensure active, continuous support in its efforts towards sustainable value creation.

Materiality Assessment

Following the guidance of GRI's stakeholder inclusiveness and materiality principles, the Group established a formal process to identify key stakeholders and their respective material issues (Figure 3).

Figure 3: Material Assessment Process



Based on a peer benchmarking exercise, followed by corroboration with the senior management, twenty-eight out of the exhaustive list of material issues were shortlisted as relevant to our industry and the Group. This list was presented to the senior management for our first materiality assessment conducted in April 2017 to determine the Group's material ESG issues, while also acting as proxies for the relevant key stakeholders. The result of this materiality assessment is presented in Table 2.

The Sustainability Committee reviewed the ESG issues this year and validated that the material issues identified and determined in 2017, remain unchanged for the current reporting period (Table 2). The Sustainability Report focuses on the management's approach towards addressing our material ESG issues within the boundaries of the key stakeholder impacts, including gaps identified and action plans to address them.

SUSTAINABILITY REPORT

Table 2: Key stakeholders, their respective impacts, sustainability concerns and targets set

Key Stakeholders	Boundary, Impact & Significance	Material Sustainability Issues
Guests	The satisfaction of hotel guests is the reason for the business' existence. Their feedback and concerns are important inputs for the Group's business decisions.	<ul style="list-style-type: none"> ● Service Quality and Guest Experience ● Guest Wellness and Safety
Suppliers	The Group recognises its responsibility in influencing the business practices of our suppliers. Right collaborations with the Group's partners help to create a more sustainable value chain for HLGE.	<ul style="list-style-type: none"> ● Ethical Conduct and Anti-corruption
Shareholders	Shareholders are owners of the Company, and their views are crucial in determining the future directions of HLGE.	<ul style="list-style-type: none"> ● Enterprise Risk Management²
Government Agencies	Beyond meeting regulatory requirements, the Group recognizes the importance of building working relationships with government agencies and strive to proactively engage them both positively and regularly.	<ul style="list-style-type: none"> ● Regulatory and Environmental Compliance
Employees	Employees are the backbone of HLGE's success. The sustainability of the business is reliant upon their running of the Group's day-to-day business.	<ul style="list-style-type: none"> ● Creating a Positive Working Environment ● Employee Health and Safety

Our Business Environment

Ethical Conduct and Anti-Corruption

Management Approach

The business operates with high ethical standards and has a zero-tolerance policy towards fraud, corruption, bribery and money laundering to ensure accountability towards our stakeholders. Our employees remain committed to adhere with our Code of Conduct ("COC"), and continue to maintain high levels of professionalism and ethical behaviour when conducting the Hotel's operations.

² Refer to the Corporate Governance Report in the Annual Report for further details on risk management and internal controls disclosed under Principle 9.

It is a requirement for our new employees to accept the COC as part of the on-boarding agreement as well as make annual declarations that they have complied with the COC during the year. This policy governs aspects including avoiding potential conflicts of interests, compliance with legal and regulatory provisions and ensuring a proper system of internal controls within the organisation. The employee can be terminated for any breaches or misconduct with the COC. The Human Resource (“HR”) Department manages and reviews the COC performance periodically, after which the Chief Financial Officer (“CFO”) will approve the updated COC.

The Procurement Department similarly manages a Code of Business Conduct (“COBC”) for all existing and potential suppliers. The employees, suppliers or any other persons can raise, in confidence, concerns about possible improprieties in matters relating to financial reporting, or other malpractices and misconduct according to the whistle-blowing policy³ overseen by the ARC.

Performance

We are pleased to announce there were no confirmed incidents of unethical business conduct involving our employees and business partners, and no legal cases have been brought against HLGE, the Hotel or any employees for any such incidents in 2023. There have also been no cases of legal actions for non-competitive behaviour, anti-trust and monopoly practices in 2023.

Table 3: Incidents of unethical business conduct involving our employees and business partners

	2020	2021	2022	2023	Target
No. of incidents / cases	0	0	0	0	Zero incidents

We continue to emphasise the importance of our COBC developed for suppliers and contractors of the Hotel to uphold high standards of ethics and integrity across our value chain. We have progressively engaged with our suppliers and contractors and communicated with them on COBC compliance and any other applicable regulations when dealing with us. As of 31 December 2023, 122 active suppliers have formally acknowledged the COBC. The remaining suppliers did not acknowledge the COBC, as their purchase volume was minimal, and the transactions were on cash terms or on ad-hoc basis.

With the increased awareness of our ethical conduct requirements on our employees, suppliers and contractors, we target to maintain this standard of good governance practice at HLGE and continuously monitor on further gaps for improvement.

³ Refer to the Corporate Governance Report in the Annual Report for further details on Group’s whistle-blowing policy and procedures disclosed under Principle 10.

SUSTAINABILITY REPORT

Enterprise Risk Management

Enterprise Risk Management is vital to the Group and it forms an integral part of the Hotel's operation. The operation's risk is regularly assessed to ensure business sustainability and align with the Group's objectives and strategies. The Board is responsible for its risk management and internal control systems to ensure effectiveness and integrity with the support of the Risk Management Committee. Details on risk management and internal controls are disclosed under Principle 9 of the Corporate Governance Report.

Regulatory and Environmental Compliance

Management Approach

Government and local authority regulatory compliance is crucial to maintain the Hotel's license to operate. The Heads of Departments ("HODs") are responsible to manage emerging requirements and the rules and regulations pertaining to their functions. They actively engage with the relevant government agencies, establish and execute procedures for compliance, coordinate periodic and ad-hoc regulator inspections, as well as provide updates to the CFO and Hotel's Management as and when there are significant regulatory changes. The authorities like The Fire and Rescue Department of Malaysia, commonly known as BOMBA and The Department of Occupational Safety and Health ("DOSH") also conduct yearly inspections or audits on our hotel premises as part of regulatory / permit requirements.

The COBC is the main policy to refer to in highlighting to business partners and vendors about the importance of regulations compliance while working together with us.

Performance

The Group did not incur any significant fines or sanctions during the reporting year regarding environmental, social or economic non-compliance. There were no major findings of non-compliance from authorities visits / inspections in 2023. We continue to uphold such standards in our monitoring of compliance matters.

Table 4: Number of significant fines or sanctions received

	2020	2021	2022	2023	Target
No. of *significant fines, sanctions received	0	0	0	0	Zero fines

* 5% of Profit after tax

Understanding Our Guests' Needs

Service Quality and Guest Experience

Management Approach

The Hotel's business is committed to providing high quality services and amenities to ensure our guests enjoy their experience. The ability to provide quality services to meet our guests' demands and expectations requires a concerted effort across various departments. The HODs of our Front Office, Housekeeping and Food & Beverage ("F&B") departments are in-charge of ensuring our guests are well taken care of upon arrival until after their departure. HODs set the benchmarks together with the Hotel General Manager on delivering quality products and services to achieve high guest satisfaction levels.

The Hotel appreciates the feedback from our guests to acknowledge areas where they have performed well and to identify areas to improve upon. Guest feedback is collected via an online application – SANARP at any point during their stay well as from our staff who have direct interaction with the guests. This application is also used by guests to input requests for any services and in addition is being used by the maintenance department to speed up the response time. We also proactively review and assess guest comments posted online via the Online Travel Agent ("OTA") portals. The Hotel General Manager will lead daily morning briefings with the attendance of HODs to discuss a compiled list of guest's feedback. Thereafter, responses are gathered from the relevant departments and prompt action is taken to address each complaint as well as implement action plans to prevent a recurrence.

In recognition of service excellence displayed by employees, management practice is to share encouraging letters of commendation based on positive feedback received by guests. Staff who were given positive feedback by guests will also be given a commendation letter. Employee trainings are also regularly refreshed and processes reinforced to address any areas in need for improvement towards ensuring guest satisfaction targets.

The "Nature & Farmland" concept was created as a theme for the hotel for product differentiation from competitor hotels and to provide a unique and memorable guest experience. Under this concept, part of the landscape of the hotel are planted with vegetables which are grown "organic" without the use of pesticide. In addition, the in-house Gardening Task Force was formed where various activities conducted include weeding, pruning and planting to beautify, maintain and enhance greenery within hotel grounds to contribute towards the well-being of both staff and guests.

As part of our sustainability initiative towards reducing our carbon footprint, Copthorne Hotel was the first hotel in the Cameron Highlands to provide electric vehicle ("EV") charging bays. The charging bays have been expanded from 3 to 6 and now it's the largest fast charging facility for EV in Cameron Highlands. It comprises of 3 units of 7 kW chargers and 3 units of 11 kW charges. It is listed on PlugShare and the charging bays are open to the public for a nominal fee and in-house guest are given complimentary 1 hour usage / day.

SUSTAINABILITY REPORT

On 10th September 2023, the hotel organized a 11-kilometer run themed “18 Celsius Copthorne Fun Run” which provides participants an exciting trail across the scenic farmland of Cameron Highlands which is not normally accessible to the public. The event was partnered with SKS Farm, Tunku Abdul Rahman University of Management and Technology (“TAR UMT”) Perak Branch and Solid Waste Management and Public Cleaning Corporation (“SWCorp”). Plogging (combination of jogging with picking up litter) was carried out for the first km. Other interesting events on this day include Zumba Dance to warm-up the participants, lucky draws for participants, food stalls, plastic bottle recycling campaign (3,620 bottles collected by Dec and hotel incentivize with RM 1 voucher for every 10 bottles) and Instagram photography contest.



Flagging-off participants for the 18 Celsius Copthorne Fun Run on 10th September 2023

Performance

We are committed to provide quality services to our guests throughout their entire stay with us. In referring to feedback obtained from OTA channels including TripAdvisor and Booking.com, the Hotel consistently scored good ratings on a monthly basis during the periods under review and achieved the internal benchmarks set for guest satisfaction. The most common compliment from our guests is that our hotel staff are friendly, polite and helpful. Other positive comments often include good location, great view and spacious room.

Table 5: Guest feedback and experience rating

Guest feedback / experience	2020	2021	2022	2023	Target
Booking.com (max 10)	7.17	7.75	7.11	7.25	7.5
Agoda.com (max 10)	7.44	8.02	7.68	8.14	

We received constructive feedback with regards to hotel maintenance including some on our aging facilities. As a result of addressing these matters, we have started and completed our hotel improvement programme since 2019 which saw the upgrading of lift facilities, renovation of superior rooms and painting of exterior walls. Guest satisfaction target of more than 7.5 was achieved in 2023 based on Agoda.com and there was an improvement in the score registered in Booking.com compared to 2022. The hotel received the Agoda 2023 Gold Circle Award which recognizes exceptional properties for their excellent value, service, outstanding traveller experience, and active partnership with Agoda.

Guest Wellness and Safety

Management Approach

We proactively instil a strong safety culture in our Hotel to ensure the well-being and safety of our guests, employees and visitors. Our security team under the Safety & Security (“SS”) Department, works around the clock to ensure the highest standard of safety and security measures are implemented on hotel premises. These include daily routine as well as unscheduled security patrols in which anything that appears suspicious is reported to the SS Manager who then decides if the matter requires immediate escalation to the Manager on duty (“Duty Manager”). Non-urgent matters are always reported to the Management team at the daily morning briefings.

The Duty Manager conducts daily inspections to ensure the facilities around the Hotel are functioning properly, as well as spot checks on guest rooms randomly to determine everything is in working order. Any issues regarding the Hotel’s facilities are attended to by the Engineering Department.

The SS Department is also responsible for ensuring compliance with local rules and regulations and identification of health and safety risks in order to implement the corresponding mitigating actions. This encompasses educating our employees on health and safety by organising the necessary trainings. The SS Department coordinates the safety committee meetings led by the hotel’s general manager and members consisting of HODs and a staff representative from each department to report on safety performance and discussion of any emerging safety issues.

The F&B Department is responsible to ensure the food and drinks served are fresh and presentable, and that any guest feedback is attended to immediately. They also ensure the right amount of supplies are ordered according to the projected number of guests. This planning allows guests to be well taken care of as well as to avoid food wastage.

The Hotel embarked on a vegetable planting project in 2020 during the various MCOs. This has since blossomed into a “Farm to Table” concept where guests can harvest the organically grown herbs and vegetables on their own and have the Chef cook them to their taste. A rain water harvesting system was also implemented to water the herbs and vegetables with natural rain water.

SUSTAINABILITY REPORT

Performance

We are pleased to report that we have zero fatalities, serious injuries and minor injuries recorded for the year 2023 in receiving all hotel guests and visitors. There is no non-compliance with regulations or voluntary codes concerning any health and safety concerns related to products and services provided during the reporting period in 2023. Our team is committed to ensure that we are compliant with all SS requirements.

Table 6: Number of fatalities/serious injuries/reportable incidents/minor injuries (Guests/Visitors)

Guest Wellness & Safety	2020	2021	2022	2023	Target
No. of fatalities / serious injuries	0	0	0	0	Zero fatality / serious injuries to Guests
Recordable incidents / minor injuries	2	0	1	0	–

Looking After Our People & Community

Creating a Positive Working Environment

Management Approach

We aim to provide equal opportunities to our employees in the workplace as well as promote business innovation to accommodate evolving employment market needs. We believe employee satisfaction and workforce diversity are significant drivers in achieving this goal, which requires formal policies and common practices in motivating our employees. We are committed to building a workplace that nurtures inclusion, equality and respect for all throughout the organisation.

Formal procedures to recognise workforce diversity include the requirement of all employees to agree and comply with the COC as part of the on-boarding process. The HR Department also works closely with the senior management team to create a positive working environment for our employees.

In ensuring skills development, training programmes are essential to enhance employees' knowledge and skills at each level as well as build a pool of talent who can develop into management roles as part of the business's succession plan. This process also contributes to the long-term growth of our business. Training for employees and trainees is identified based on observations by HODs and hotel guests' feedback. Employees are also welcome to suggest to their supervisors on training programmes which they find helpful in their work. Trainings are largely conducted onsite by HODs with the relevant expertise or external consultants.

Common practices to motivate staff are the “Employee of the Month” and “STAR” employee recognitions in which an employee from each department is awarded every month and every year, respectively. To further promote a safe environment, employees are encouraged to voice any concerns and feedback in a timely manner to Management, either directly or through their supervisors and/or HODs, during annual appraisals, or anonymously through the “Staff Suggestion Box”. For more serious grievances, our employees are reminded to use the whistle-blowing channel.

Decisions made on individual salary adjustments, promotions or career development paths are largely determined based on the annual appraisals for all employees. Often in such considerations, HR and senior management also takes into account the merits, competency, experience and other relevant qualities of each employee. Temporary employees, mainly students from hospitality education institutions around Malaysia, are hired during peak holiday seasons. Their performance is evaluated at the end of their internship which typically lasts between 3 to 6 months.

In terms of community related activities, we successfully organised and contributed the following:

- In conjunction with New Years Day in January 2023, the management of Copthorne Cameron Highlands delivered butter cookies and cakes to Teduhan Kelana Ipoh, a shelter catering for the homeless and abused.
- Two donation boxes were handed to the Malaysian Medical Relief Society, better known as MERCY Malaysia on 3 February 2023. These boxes are placed at the reception counter of the hotel to collect funds to support humanitarian activities.
- On 28th March 2023, held a Charity Night (“Malam Amal”) and feted children from Cameron Highlands District Social Welfare Office with a sumptuous dinner and goodie bag.
- Career talk was given to first-year students in Hotel Management, Events Management and Culinary Arts from Tunku Abdul Rahman University College (“TAR UC”) in August 2023.
- Participated in clean-up and litter picking at Parit Falls which was organized by SWCorp in conjunction with World Cleanup Day 2023.
- During the month of December 2023, the Hotel also organized sale of cookies, pudding, yule log cake and “One Little Pine Cone Project” where pine cones collected from the compound of the hotel are turned into crafts and decorations. Students from the Department of Social Science and Hospitality, TAR UMT Perak Branch baked the cookies and cakes under the guidance of our chefs. Part of the proceeds was donated to National Autism Society of Malaysia (“NASOM”) and TAR UMT Perak Branch Student Loan Fund.

SUSTAINABILITY REPORT



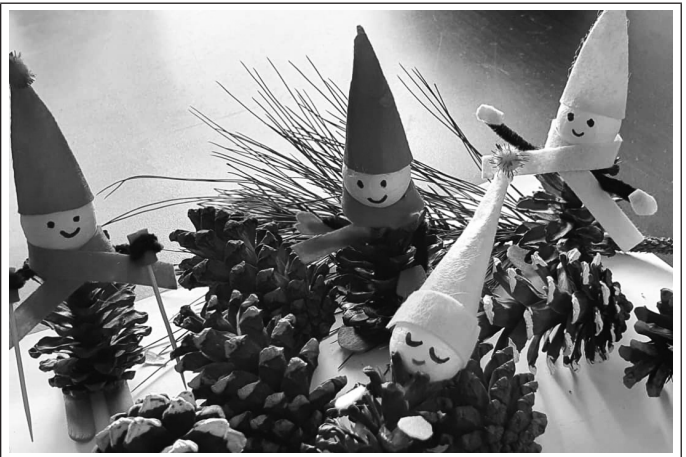
Charity Night ("Malam Amal") on 28th March 2023



Career talk to first-year students of TAR UC in August 2023



Students from TAR UMT Perak Branch making the cookies for charity sale



One Little Pine Cone Project

Performance

In 2023, the Hotel employed 124 employees (Table 8), all of whom were working full-time with 94% on a permanent contract, while the remaining 6% were employees on employment contract for periods ranging between 3 to 6 months. There are challenges to increase manpower back to pre-covid levels due to industry wide shortage as seen in the increase of employee turnover rate.

There is no trade union and hence none of the employees are covered by any collective bargaining agreement.

SUSTAINABILITY REPORT

We have organised more than 236 training sessions, equivalent to 1,966 hours throughout the year 2023. The training cover areas such as health and safety, service/product knowledge, housekeeping, security and process control improvements, as well as induction and orientation for all new employees. Other staff related activities included yearly town-hall meeting to engage with employees and share updates, inviting EPF to educate employees on retirement saving schemes, monthly birthday celebrations and year end Christmas gift exchanges.

Table 7: Training sessions conducted at Copthorne Hotel Cameron Highlands

Training	2020	2021	2022	2023
No. of Sessions	242	294	138	236
Total hours	3,508	1,451	963	1,996
Training hours / employee / year	22	11	8	16

The benefits of training include employee motivation, enhanced skills and knowledge as well as career development in order to ensure a smoother operation and sustainable business growth. In the coming year, we will continue to invest in the development of various skill-sets of our staff by providing the relevant professional trainings. We endeavour to provide our employees with adequate and relevant training as well as remain open to other areas of training which our staff may propose to their supervisors.

Table 8: Employee Profile and Movement at Copthorne Hotel Cameron Highlands

Employee Profile			
Employment type	Male	Female	Total
Permanent	64	53	117
Temporary	3	4	7
	67	57	124

Age Group	New Hires				Departures			
	Male	Rate ⁴	Female	Rate ⁴	Male	Rate ⁴	Female	Rate ⁴
<30	66	53%	55	44%	64	52%	40	32%
30-50	3	2%	1	1%	8	6%	4	3%
>50	1	1%	1	1%	4	3%	1	1%
	70		57		76		45	

⁴ The rates of new employee hires and employee turnover are calculated using the total employee numbers at the end of the reporting period.

SUSTAINABILITY REPORT

Employee Health and Safety

Management Approach

In order to safeguard our employee's health and safety, the SS Department is responsible for risk identification, implementation of mitigation procedures and training of employees. During orientation sessions in the first week of joining, new employees are provided introductions to such practices which includes highlighting important safety aspects of the various work stations across the hotel. The SS Department also conducts periodical trainings and refresher sessions on health and safety using manuals and work instructions.

We have zero-tolerance towards accidents and every incident, regardless of whether anyone was injured, or whether the party is an employee, contractor, visitor or guest. Any accident/incident will be reported to the SS Manager for further investigation to determine the root cause analysis. The report is then submitted to the Hotel General Manager and recommendation for corrective action will be brought up to the Safety Committee for implementation.

Employees involved in maintenance works must strictly adhere to SS procedures and they are provided Personal Protective Equipment ("PPE") as basic personal protection. Any employee found not wearing the appropriate PPE when performing tasks in specific areas is first given a warning. Repeat offenders face disciplinary actions that may include termination of employment.

Performance

We are pleased to announce that we have zero fatalities, serious work-related injuries and minor injuries recorded for the year 2023 amongst our employees or contractors.

Table 9: Number of fatalities/serious injuries/reportable incidents/minor injuries (Employees/contractors)

	2020	2021	2022	2023	Target
No. of fatalities / serious injuries	0	0	0	0	Zero fatality / serious injuries to Employees/ Contractors
Recordable incidents / minor injuries	1	2	0	0	–

Under the Systematic Occupational Health Enhancement Level Program ("SoHelp") which was implemented in 2019, physical evaluations and trainings were conducted, and we put in place best practices for our employees in the areas of ergonomic requirements, management of harmful chemicals and noise-related health issues.

Health and safety remain a key focus area for the Hotel. We are committed to providing a safe environment and healthy workplace for our employees and continue in our efforts to increase awareness on the importance of our practices through training and regular communication to employees and contractors.

Other non-material issues

Engaging Our Suppliers and Contractors

Management Approach

The Hotel's supplies and services are mostly sourced from areas of close distance to the Hotel such as Cameron Highlands and Ipoh. The purchase of supplies mainly consists of amenities that are replenished on a daily basis in our F&B outlets, hotel building maintenance and housekeeping service. The Hotel always ensure effective communication and coordination with our suppliers and contractors in order to minimise disruptions in the purchase of such amenities and enable our Hotel to operate smoothly.

To ensure and maintain high standards of service for our guests, we evaluate our vendors on a quarterly basis whereby the end-user departments, receiving department and procurement department will provide their respective ratings for the relevant suppliers based on the quality, timeliness of delivery and cost of the product or services. The selection of vendors for evaluation is based on the value of supplies in the preceding quarter and feedback from the aforementioned departments. Vendors with poor ratings will be issued with either a verbal warning on the areas to improve upon, or a written termination letter if no corrective actions were taken.

The COBC is the formal policy put in place to ensure vendors operate in an ethical manner and comply with local laws and regulations.

Performance

Most vendors achieved good ratings in our quarterly evaluations and there were no vendors that required close monitoring for year 2023. Notwithstanding, we will continue to engage with our vendors regularly on areas relating to quality of supplies and services, as well as commitment to health and safety.

Table 10: Number of suppliers/vendors evaluated

	2020	2021	2022	2023
No. of suppliers/vendors evaluated	129	142	105	118

SUSTAINABILITY REPORT

We are committed to establish mutually beneficial long-term relationships with our suppliers, contractors and business partners along our supply chain. This commitment helps minimize disruption to the Hotel's operations in order to reduce operational risk and costs as well as strengthen our business positioning.

We uphold responsible sourcing principles in our procurement practices to prevent and minimise the impact of our operations on the environment. Our success stories include the prohibition of serving shark fin in all our Hotel's outlets, using toilet rolls made from recycled or eco-friendly materials, reducing the use of disposable plastic shampoo and shower gel bottles, refilling cartridges for liquid dispenser units with biodegradable material, paraben-free body care products and sourcing of IT equipment with certain eco certifications or labelling.

Energy, Waste, Water and Carbon Emissions

Management Approach

The hotel had set-up two "Rainwater Harvest System" that are able to collect and store up to a combined total of 720 gallons of water which are used to water plants and vegetables grown in the compound of the hotel.

Currently food waste from all meals served at the hotel is send to SW Corp to process into compost using the Takakura method which was developed by Japan International Cooperation Agency ("JICA") in partnership with the local council of Kitakyushu, Japan. On average, around 2 tonnes of food waste are processed monthly and the compost is used to fertilize the gardens and vegetables planted in the hotel compounds.

Currently we are tracking our energy consumption and carbon footprint (Scope 1 & 2) across the hotel operations. Scope 1 emissions are direct emissions from owned or controlled sources. Scope 2 emissions are indirect emissions from the generation of purchased energy. Our main source of energy consumption is related to electricity for our hotel operations, diesel for the boiler operations and liquefied petroleum gas ("LPG") for the kitchen operations. Almost 70% of the energy consumption in 2023 is for electricity while the remaining 30% is for diesel and LPG. With regards to greenhouse gas ("GHG") Emission in 2023, Scope I emission from LPG and diesel accounts for 13% while Scope II re-purchased electricity accounts for the remaining 87%

Performance

We are pleased to report our energy consumption and carbon emission including their respective intensities for 2023. Overall, there is a decreasing trend as the diesel boiler has been replaced with gas which has a lower emission intensity and more fuel efficient. The previous challenging years has compelled the hotel to continue optimizing its operations and consumption of fuels and electricity.

Table 11: Energy consumption and carbon emission

Energy Consumption (By Source)	Unit Measurement	2019	2020	2021	2022	2023
Total Energy Consumption	TJ	12.47	9.70	5.08	10.60	9.29
Overall Energy Intensity	MJ / sq m	588.3	457.6	239.8	500.0	438.0
CO ₂ Emission (By Scope)	Unit Measurement	2019	2020	2021	2022	2023
Total CO ₂ Emission (Scope I & II)	t CO ₂	1,775	1,361	806	1,535	1,432
Overall CO ₂ Emission Intensity	kg CO ₂ / sq m	83.7	64.2	38.0	72.4	67.5

Note : CO₂ calculation is as per 2006 IPCC Guidelines for National Greenhouse Gas Inventories and 2017 CDM Electricity Baseline for Malaysia

Moving Forward

We started our sustainability reporting journey since 2017, we have since enhanced sustainability awareness within the Group and with our other stakeholders. Sustainability performance reviews have been helpful for us to identify the gaps and continuously improve to help enable our business achieve sustainable development.

We are committed to mainstream sustainability throughout our business and operation. We endeavour to continuously excel in our sustainability reporting to track the sustainable growth of our business, and improve our processes by setting targets and achieving them.

18 March 2024

SUSTAINABILITY REPORT

GRI Standards Content Index for 'In Accordance' – Core

GRI Standards Disclosure Number	Description	Page Reference / Reasons for Omission, if Applicable
GENERAL STANDARD DISCLOSURES		
Organizational Profile		
102-1	Name of the organization	Cover page
102-2	Activities, brands, products, and services	2-3
102-3	Location of headquarters	Corporate Directory - 1
102-4	Location of operations	2-3
102-5	Ownership and legal form	Corporate Information-80
102-6	Markets served	2-3
102-7	Scale of the organization	2-3, 57, Balance Sheet-73, Income Statement-74
102-8	Information on employees and other workers	54-57
102-9	Supply chain	59-60
102-10	Significant changes to the organization and its supply chain	43-44
102-11	Precautionary Principle or approach	32-36
102-12	External initiatives	None
102-13	Membership of associations	Malaysian Association of Hotels
Strategy		
102-14	Statement from senior decision-maker	43
Ethics and Integrity		
102-16	Values, principles, standards, and norms of behaviour	Corporate Governance Report
Governance		
102-18	Governance structure	45-46
Stakeholder Engagement		
102-40	List of stakeholder groups	48 – Table 2
102-41	Collective bargaining agreements	None
102-42	Identifying and selecting stakeholders	46-48
102-43	Approach to stakeholder engagement	46-48
102-44	Key topics and concerns raised	48 – Table 2
Reporting Practice		
102-45	Entities included in the consolidated financial statements	100-104
102-46	Defining report content and topic Boundaries	43-48
102-47	List of material topics	44 – Table 1, 48 – Table 2
102-48	Restatements of information	None
102-49	Changes in reporting	None
102-50	Reporting period	44
102-51	Date of most recent report	61
102-52	Reporting cycle	44
102-53	Contact point for questions regarding the report	sustainability@hlge.com.sg
102-54	Claims of reporting in accordance with the GRI Standards	43
102-55	GRI content index	62-63
102-56	External assurance	We have not sought external assurance for our 2023 sustainability report

SUSTAINABILITY REPORT

GRI Standards Disclosure Number	Description	Page Reference / Reasons for Omission, if Applicable
TOPIC SPECIFIC DISCLOSURES		
Ethical Conduct and Anti-Corruption		
103	Management Approach (including 103-1,103-2 & 103-3)	48-49
201-1	Direct economic value generated and distributed	Financial Statements
205-3	Confirmed incidents of corruption and actions taken	49 – Table 3
206-1	Legal actions for anti-competitive behaviour, anti-trust, and monopoly practices	49
Regulatory and Environmental Compliance		
103	Management Approach (including 103-1,103-2 & 103-3)	50
307-1	Non-compliance with environmental laws and regulations	50 – Table 4
419-1	Non-compliance with laws and regulations in the social and economic area	50
Service Quality and Guest Experience / Guest Wellness & Safety		
103	Management Approach (including 103-1,103-2 & 103-3)	51-54
416-2	Incidents of non-compliance concerning the health and safety impacts of products and services	54 – Table 6
Creating a Positive Working Environment / Occupational Health and Safety		
103	Management Approach (including 103-1,103-2 & 103-3)	54-59
401-1	New employee hires and employee turnover	57 – Table 8
403-9	Work-related injuries	58 – Table 9
Engaging Our Suppliers & Contractors / Energy & Carbon Emissions		
103	Management Approach (including 103-1,103-2 & 103-3)	59-61
302-1	Energy consumption within the organization	61 – Table 11
302-3	Energy intensity	61 – Table 11
305-1	Direct (Scope 1) GHG emissions	61 – Table 11
305-2	Energy indirect (Scope 2) GHG emissions	61 – Table 11
305-4	GHG emissions intensity	61 – Table 11

DIRECTORS' STATEMENT

The Directors are pleased to present their statement to the members of HL Global Enterprises Limited (the "Company") together with the audited consolidated financial statements of the Company and its subsidiaries (the "Group") and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2023.

In our opinion:

- (i) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date in accordance with the provisions of the Singapore Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International); and
- (ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

The Directors of the Company in office at the date of this statement are as follows:

Dato' Gan Khai Choon
Hoh Weng Ming
Goh Kian Chee
Chew Heng Ching
Goh Ying-Peng Cynthia (appointed on 1 July 2023)

Directors' interests

No Director who held office at the end of the financial year had interests in shares, share options, warrants and/or debentures of the Company, or of its related corporations, either at the beginning of the financial year, or date of appointment if later, or at the end of the financial year.

Neither at the end of nor at any time during the financial year was the Company a party to any arrangements whose objects are, or one of whose objects is, to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Share options

(a) *HL Global Enterprises Share Option Scheme 2006 (the "Share Option Scheme")*

The Share Option Scheme was approved by the shareholders at the extraordinary general meeting of the Company held on 29 September 2006 for an initial duration of 10 years (from 29 September 2006 to 28 September 2016). At the annual general meeting of the Company held on 29 April 2016, the shareholders approved the extension of the duration of the Share Option Scheme for a further period of 10 years from 29 September 2016 to 28 September 2026. Other than the extension of the duration of the Share Option Scheme, all other rules of the Share Option Scheme remain unchanged.

Share options (continued)

(a) *HL Global Enterprises Share Option Scheme 2006 (the "Share Option Scheme") (continued)*

The Share Option Scheme is administered by a committee (the "Share Option Scheme Committee") comprising the following members:

Chew Heng Ching (Chairman)

Goh Kian Chee

Goh Ying-Peng Cynthia (appointed as member on 1 September 2023)

Under the terms of the Share Option Scheme, the Share Option Scheme Committee may make offers of the grant of options to:

- (i) Group Employees and Parent Group Employees (both as defined in the Share Option Scheme) which may be exercisable during an option exercise period commencing from the date that the option vests and expiring on the day preceding the tenth anniversary of its date of grant; and
- (ii) Group Non-executive Directors, Parent Group Non-executive Directors, Associated Company Employees and Associated Company Non-executive Directors (all as defined in the Share Option Scheme) which may be exercisable during an option exercise period commencing from the date that the option vests and expiring on the day preceding the fifth anniversary of its date of grant.

The Share Option Scheme provides the Company with the flexibility of granting options to participants at Market Price (as defined in the Share Option Scheme) and/or with a discount (either up-front or a deferred discount) to the Market Price.

The aggregate number of ordinary shares in the capital of the Company ("Shares") over which options may be granted under the Share Option Scheme on any date, when added to the number of Shares issued and issuable in respect of all options granted under the Share Option Scheme shall not exceed 15% of the total number of issued Shares excluding treasury shares, if any, on the day preceding the relevant date of grant. The aggregate number of Shares which may be offered by way of grant of options to Parent Group Employees and Parent Group Non-executive Directors collectively under the Share Option Scheme shall not exceed 20% of the total number of Shares available under the Share Option Scheme.

No option has been granted by the Company since the commencement of the Share Option Scheme.

During the financial year, there were:

- (i) no options granted by the Company or its subsidiaries to any person to take up unissued shares of the Company or its subsidiaries; and
- (ii) no shares issued by virtue of any exercise of option to take up unissued shares of the Company or its subsidiaries.

As at the end of the financial year, there were no unissued shares of the Company or its subsidiaries under option.

DIRECTORS' STATEMENT

Share options (continued)

(b) *HL Global Enterprises Share Option Scheme 2006 Trust*

HL Global Enterprises Share Option Scheme 2006 Trust (the "Trust") was established pursuant to a trust deed dated 13 January 2012 entered into between the Company and Amicorp Trustees (Singapore) Limited as the trustee of the Trust (the "Trustee") (the "Trust Deed").

The Trustee had acquired 24,189,170 Series B redeemable convertible preference shares from Grace Star Services Ltd., a controlling shareholder of the Company and a wholly-owned subsidiary of China Yuchai International Limited, which is in turn a subsidiary of Hong Leong Asia Ltd. The said shares were converted into 24,189,170 new Shares in January 2012 and consolidated into 2,418,917 Shares ("Trust Shares") following a share consolidation of every ten (10) issued Shares into one (1) consolidated Share, which became effective on 14 May 2015. Pursuant to the terms of the Trust Deed, the Trust Shares are held by the Trustee for the benefit of participants who are employees of the Company and/or its subsidiaries and who have been granted share options under the Share Option Scheme (excluding Directors of the Company and directors and employees of the Company's parent company and its subsidiaries) (the "Beneficiaries") and transfer such Trust Shares to the Beneficiaries upon the exercise of their share options under the Share Option Scheme.

The Trustee has the power to vote or abstain from voting at any general meeting of the Company in its absolute discretion in respect of the Trust Shares.

The Trust will terminate upon the full satisfaction of the outstanding options granted under the Share Option Scheme following the expiry or termination of the Share Option Scheme or if there are no Beneficiaries, upon the Company issuing a notice to the Trustee to terminate the Trust. Upon the termination of the Trust, the Trustee will sell all remaining Trust Shares then held by the Trustee (unless the Trustee is requested by the Company to transfer the remaining Trust Shares to a trustee for the purposes of the Company's future or other employee share schemes), and deal with all funds and investments then held by the Trustee, in accordance with the instructions of the Company.

Audit and Risk Committee

The Audit and Risk Committee (the "ARC") comprises three independent non-executive members of the Board of Directors:

Goh Kian Chee (Chairman)

Chew Heng Ching

Goh Ying-Peng Cynthia (appointed as member on 1 September 2023)

The ARC performed its functions in accordance with its terms of reference which include those specified in the Act, the Listing Manual of Singapore Exchange Securities Trading Limited (the "Listing Manual") and the Code of Corporate Governance.

In the performance of its functions, the ARC met with the Company's internal and external auditors, and reviewed their audit plans as well as the scope and results of their examination and their evaluation of the Company's system of internal controls.

Audit and Risk Committee (continued)

The ARC also reviewed, *inter alia*, the following:

- assistance provided by the Company's officers to the internal and external auditors;
- half-yearly and annual financial statements of the Group and of the Company prior to their submission to the Directors of the Company for approval; and
- the nature and level of audit and non-audit fees of the external auditor.

The ARC has full access to management and is given the resources required by it to discharge its functions. It has full authority and the discretion to invite any Director or executive officer or third party advisor to attend its meetings.

The ARC is satisfied with the independence and objectivity of the external auditor and has recommended to the Directors that the auditor, Ernst & Young LLP, be nominated for re-appointment as auditor at the forthcoming annual general meeting of the Company.

In appointing the auditor for the Company and its subsidiaries, the Company has complied with Rules 712 and 715 (read with Rule 716) of the Listing Manual.

Auditor

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditor of the Company.

On behalf of the Board of Directors

Dato' Gan Khai Choon
Chairman

Hoh Weng Ming
Director

Singapore
18 March 2024

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2023

Independent Auditor's Report to the Members of HL Global Enterprises Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of HL Global Enterprises Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 31 December 2023, the statements of changes in equity of the Group and the Company and the consolidated income statement, consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group, the balance sheet and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Singapore Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2023 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the financial statements of the current period. This matter was addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter. For this matter, our description of how our audit addressed the matter is provided in that context.

We have fulfilled our responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report, including in relation to this matter. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying financial statements.

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2023

Independent Auditor's Report to the Members of HL Global Enterprises Limited (continued)

Key Audit Matter (continued)

Recoverable amount of an uncompleted development property

As at 31 December 2023, the Group has development properties amounting to \$3,104,000 which comprised mainly a freehold land in Malaysia and certain development costs incurred to-date. These development properties are carried at lower of cost and net realisable values. We have identified the recoverable amount of an uncompleted development property in Malaysia with carrying amount of \$2,974,000, to be a key audit matter as the development is at its initial phase and work has been suspended since 1998. Thus, management is required to exercise judgement in estimating the net realisable value at the financial year end of 31 December 2023. In ascertaining the net realisable value, management took into consideration the development plan and carrying amount of this uncompleted development property as well as the valuation of the estimated market value performed by an external independent professional valuer. There was an increase in the level of estimation uncertainty and judgement required in determining the valuation of development property as at 31 December 2023 arising from the changes in market and economic conditions brought on by inflationary pressure, rising interest rates and geopolitical tensions.

Our audit procedures included, amongst others, discussion with management to understand their considerations and basis in assessing the recoverable amount of the uncompleted development property. In addition, we considered the objectivity, independence and expertise of the external valuer. We inquired the external valuer to obtain an understanding of their valuation methodologies. Our internal valuation specialist assisted us in evaluating the appropriateness of the property related data by comparing against available market data, taking into consideration comparability and market factors in the current environment.

We further assessed the adequacy of the Group's disclosures concerning this matter in note 12 to the financial statements.

Other Information

Management is responsible for other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2023

Independent Auditor's Report to the Members of HL Global Enterprises Limited (continued)

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I), and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2023

Independent Auditor's Report to the Members of HL Global Enterprises Limited (continued)

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matter communicated with the directors, we determine the matter that was of most significance in the audit of the financial statements of the current period and is therefore the key audit matter. We describe this matter in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2023

Independent Auditor's Report to the Members of HL Global Enterprises Limited (continued)

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Chan Yew Kiang.

Ernst & Young LLP
Public Accountants and
Chartered Accountants

Singapore
18 March 2024

BALANCE SHEETS

As at 31 December 2023

		Group		Company	
	Note	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Non-current assets					
Property, plant and equipment	3	14,344	15,231	2	8
Investment property	4	1,422	1,581	–	–
Subsidiaries	5	–	–	44,942	45,650
Associate	6	46	50	–	–
Joint ventures	7	310	864	–	–
Other receivables	8	65	85	5	28
Right-of-use assets	9	154	262	104	205
Deferred tax asset	10	382	192	–	–
		16,723	18,265	45,053	45,891
Current assets					
Inventories	11	75	109	–	–
Development properties	12	3,104	3,240	–	–
Trade and other receivables	8	1,151	801	806	421
Prepayment		37	123	1	26
Cash and bank balances	13	58,217	56,338	37,232	36,355
		62,584	60,611	38,039	36,802
Total assets		79,307	78,876	83,092	82,693
Equity					
Share capital	14	129,793	129,793	129,793	129,793
Equity capital contributed by parent	14	3,980	3,980	3,980	3,980
Reserves	15	(56,724)	(57,223)	(51,876)	(52,163)
Total equity attributable to owners of the Company		77,049	76,550	81,897	81,610
Non-current liabilities					
Lease liabilities	9	20	133	11	109
		20	133	11	109
Current liabilities					
Trade and other payables	16	1,919	2,046	909	864
Lease liabilities	9	141	135	97	100
Current tax payable		109	12	109	10
Deferred tax liabilities	10	69	–	69	–
		2,238	2,193	1,184	974
Total liabilities		2,258	2,326	1,195	1,083
Total equity and liabilities		79,307	78,876	83,092	82,693

The accompanying accounting policies and explanatory notes form an integral part of these financial statements.

CONSOLIDATED INCOME STATEMENT

For the financial year ended 31 December 2023

		Group	
	Note	2023 \$'000	2022 \$'000
Revenue	17	5,869	6,705
Cost of sales		(2,993)	(3,261)
Gross profit		2,876	3,444
Other income	18	2,087	868
Selling and marketing expenses		(181)	(237)
Administrative expenses		(335)	(295)
Finance costs	19	(8)	(10)
Other expenses		(2,746)	(2,805)
Share of results of associate (net of tax)	6	(1)	(1)
Share of results of joint ventures (net of tax)	7	8	95
Profit before tax		1,700	1,059
Income tax expense	20	(63)	(8)
Profit for the year attributable to owners of the Company	21	1,637	1,051
Earnings per share (cents per share)			
- Basic	22	1.74	1.12
- Diluted	22	1.74	1.12

The accompanying accounting policies and explanatory notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF **COMPREHENSIVE INCOME**

For the financial year ended 31 December 2023

	Group	
	2023	2022
	\$'000	\$'000
Profit for the year	1,637	1,051
Other comprehensive loss		
Items that may be reclassified subsequently to profit or loss		
Foreign currency translation differences for foreign operations	(1,138)	(1,149)
Other comprehensive loss for the year, net of tax	(1,138)	(1,149)
Total comprehensive income/(loss) for the year attributable to owners of the Company	499	(98)

The accompanying accounting policies and explanatory notes form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 December 2023

Group	Share capital \$'000	Equity capital contributed by parent \$'000	Special reserve \$'000	Premium paid on acquisition of non- controlling interests \$'000	Currency translation reserve \$'000	Accumulated losses \$'000	Total equity attributable to owners of the Company \$'000
At 1 January 2023	129,793	3,980	8,529	(192)	(1,082)	(64,478)	76,550
Profit for the year	-	-	-	-	-	1,637	1,637
Other comprehensive loss, net of tax	-	-	-	-	(1,138)	-	(1,138)
Foreign currency translation differences for foreign operations	-	-	-	-	(1,138)	-	(1,138)
Total comprehensive (loss)/income for the year, net of tax	-	-	-	-	(1,138)	1,637	499
At 31 December 2023	129,793	3,980	8,529	(192)	(2,220)	(62,841)	77,049
At 1 January 2022	129,793	3,980	8,529	(192)	67	(65,529)	76,648
Profit for the year	-	-	-	-	-	1,051	1,051
Other comprehensive loss, net of tax	-	-	-	-	(1,149)	-	(1,149)
Foreign currency translation differences for foreign operations	-	-	-	-	(1,149)	-	(1,149)
Total comprehensive (loss)/income for the year, net of tax	-	-	-	-	(1,149)	1,051	(98)
At 31 December 2022	129,793	3,980	8,529	(192)	(1,082)	(64,478)	76,550

The accompanying accounting policies and explanatory notes form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 December 2023

	Share capital \$'000	Equity capital contributed by parent \$'000	Special reserve \$'000	Accumulated losses \$'000	Total equity attributable to owners of the Company \$'000
Company					
At 1 January 2023	129,793	3,980	12,471	(64,634)	81,610
Profit for the year, representing total comprehensive income for the year	–	–	–	287	287
At 31 December 2023	129,793	3,980	12,471	(64,347)	81,897
At 1 January 2022	129,793	3,980	12,471	(68,938)	77,306
Profit for the year, representing total comprehensive income for the year	–	–	–	4,304	4,304
At 31 December 2022	129,793	3,980	12,471	(64,634)	81,610

The accompanying accounting policies and explanatory notes form an integral part of these financial statements.

CONSOLIDATED CASH FLOW STATEMENT

For the financial year ended 31 December 2023

	Group	
	2023	2022
	\$'000	\$'000
Operating activities		
Profit before tax	1,700	1,059
Adjustments for:		
Depreciation of investment property	67	71
Depreciation of property, plant and equipment	717	770
Depreciation of right-of-use assets	148	132
Gain on disposal of property, plant and equipment	(16)	(18)
Impairment loss on trade receivables	5	–
Interest expense related to lease liabilities	8	10
Interest income	(1,803)	(592)
Share of results of associate (net of tax)	1	1
Share of results of joint ventures (net of tax)	(8)	(95)
Unrealised currency exchange losses - net	176	183
Operating cash flows before changes in working capital	995	1,521
Development properties	(53)	(5)
Inventories	34	(21)
Trade and other payables	(121)	194
Trade and other receivables	91	(137)
Cash generated from operating activities	946	1,552
Income tax paid	(104)	(31)
Interest expense related to lease liabilities	(8)	(10)
Interest received	1,456	286
Net cash generated from operating activities	2,290	1,797

The accompanying accounting policies and explanatory notes form an integral part of these financial statements.

CONSOLIDATED CASH FLOW STATEMENT

For the financial year ended 31 December 2023

	Group	
	2023	2022
	\$'000	\$'000
Investing activities		
Dividend received from a joint venture	528	–
Placement of long term fixed deposits	(1,791)	(499)
Proceeds from disposal of property, plant and equipment	19	18
Purchase of property, plant and equipment (note 3)	(389)	(115)
Net cash used in investing activities	(1,633)	(596)
Financing activity		
Repayment of principal portion of lease liabilities	(144)	(129)
Net cash used in financing activity	(144)	(129)
Net increase in cash and cash equivalents	513	1,072
Cash and cash equivalents at beginning of the year	5,934	5,179
Effect of exchange rate changes on balances held in foreign currencies	(425)	(317)
Cash and cash equivalents at end of the year (note 13)	6,022	5,934

The accompanying accounting policies and explanatory notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

1. CORPORATE INFORMATION

HL Global Enterprises Limited (the “Company”) is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited (“SGX-ST”). The registered office of the Company is located at 10 Anson Road, #19-08, International Plaza, Singapore 079903.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are set out in note 5 to the financial statements.

The Company’s immediate holding company is Grace Star Services Ltd., a company incorporated in the British Virgin Islands and the ultimate holding company is Hong Leong Investment Holdings Pte. Ltd., a company incorporated in Singapore.

The consolidated financial statements relate to the Company and its subsidiaries (collectively, the “Group”) and the Group’s share of results in its associate and jointly controlled entities.

2. MATERIAL ACCOUNTING POLICY INFORMATION

2.1 Basis of preparation

The consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I)”).

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Singapore Dollar (“SGD” or “\$”) and all values are rounded to the nearest thousand (“\$’000”), except when otherwise indicated.

2.2 Standards issued but not yet effective

The Group has not adopted the following standards that have been issued but not yet effective:

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 1-1: <i>Classification of Liabilities as Current or Non-current</i>	1 January 2024
Amendments to SFRS(I) 1-1: <i>Non-current Liabilities with Covenants</i>	1 January 2024
Amendments to SFRS(I) 16: <i>Lease Liability in a Sale and Leaseback</i>	1 January 2024
Amendments to SFRS(I) 1-21: <i>Lack of Exchangeability</i>	1 January 2025
Amendments to SFRS(I) 10 and SFRS(I) 1-28: <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Date to be determined

The directors expect that the adoption of the standards above will have no material impact on the financial statements in the year of initial application.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.3 Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except that in the financial year, the Group has adopted all the new and revised standards that are effective for annual financial periods beginning on or after 1 January 2023.

2.4 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- de-recognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;
- de-recognises the carrying amount of any non-controlling interest;
- de-recognises the cumulative translation differences recorded in equity;
- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained;
- recognises any surplus or deficit in profit or loss; and
- reclassifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.5 Foreign currency

The financial statements are presented in SGD, which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

(a) *Transactions and balances*

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

(b) *Consolidated financial statements*

For consolidation purpose, the assets and liabilities of foreign operations are translated into SGD at the rate of exchange ruling at the end of the reporting period and their profit or loss are translated at the average exchange rates for the reporting period. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

In the case of a partial disposal without loss of control of a subsidiary that includes a foreign operation, the proportionate share of the cumulative amount of the exchange differences are re-attributed to non-controlling interest and are not recognised in profit or loss. For partial disposals of associates or jointly controlled entities that are foreign operations, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Exchange differences arising on monetary items that form part of the Group's net investment in foreign operations are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.6 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment other than freehold land are measured at cost less accumulated depreciation and any accumulated impairment losses.

The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the item can be measured reliably. When significant parts of property, plant and equipment are required to be replaced in intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Freehold land has an unlimited useful life and therefore is not depreciated.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

		<u>Useful lives</u>
Buildings and improvements on freehold land	-	50 years
Leasehold land, buildings and improvements	-	50 years or period of lease, whichever is shorter
Plant and machinery	-	3 to 20 years
Furniture, fittings and office equipment	-	3 to 20 years
Motor vehicles	-	5 to 6 years

Assets under construction included in property, plant and equipment are not depreciated as these assets are not yet available for use.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual value, useful life and depreciation method are reviewed at each financial year end, and adjusted prospectively, if appropriate.

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on de-recognition of the asset is included in profit or loss in the year the asset is de-recognised.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.7 Investment property

Investment property is property owned by the Group that is held to earn rentals, rather than for use in the production or supply of goods or services, or for administrative purposes, or in the ordinary course of business.

Investment property is initially measured at cost, including transaction costs.

Subsequent to initial recognition, investment property is carried at cost less accumulated depreciation and accumulated impairment losses. Depreciation is calculated using straight-line method to allocate the depreciable amounts over the estimated useful lives of 29 years with effect from 1 January 2017. The residual values, useful lives and depreciation method of investment properties are reviewed, and adjusted as appropriate, at each balance sheet date.

Investment property is de-recognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognised in profit or loss in the year of retirement or disposal.

2.8 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when an annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses of continuing operations are recognised in profit or loss.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss.

2.9 Subsidiaries

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

In the Company's separate financial statements, investment in subsidiaries are accounted for at cost less impairment losses.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.10 Financial instruments

(a) *Financial assets*

Initial recognition and measurement

Financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. As at 31 December 2023 and 2022, there were no financial asset designated upon initial recognition as financial asset at fair value through profit or loss and fair value through other comprehensive income.

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

Subsequent measurement

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset.

Amortised cost

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are de-recognised or impaired, and through amortisation process.

De-recognition

A financial asset is de-recognised where the contractual right to receive cash flows from the asset has expired. On de-recognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.10 Financial instruments (continued)

(b) Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

As at 31 December 2023 and 2022, there were no financial liability designated upon initial recognition as financial liability at fair value through profit or loss.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised, and through the amortisation process.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

(c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheets, when and only when, there is a currently enforceable legal right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2.11 Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.11 Impairment of financial assets (continued)

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (“12-month ECL”). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (“lifetime ECL”).

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 120 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.12 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, and demand deposits that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

2.13 Development properties

Development properties are properties acquired or being constructed for sale in the ordinary course of business, rather than to be held for the Group’s own use, rental or capital appreciation.

Development properties are held as inventories and are measured at the lower of cost and net realisable value.

Non-refundable commissions paid to sales or marketing agents on the sale of real estate units are expensed when incurred.

Costs to complete development include cost of land and other direct and related development expenditure, including borrowing costs incurred in developing the properties.

Net realisable value of development properties is the estimated selling price in the ordinary course of business, based on market prices at the reporting date and discounted for the time value of money if material, less the estimated costs of completion and the estimated costs necessary to make the sale.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.14 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.15 Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to an asset, the fair value is recognised as deferred capital grant on the balance sheet and is amortised to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Where loans or similar assistance are provided by governments or related institutions with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as additional government grant.

2.16 Share capital

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

2.17 Employee benefits

(a) *Defined contribution plans*

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations, including Singapore and Malaysia. In particular, the Singapore companies in the Group make contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

The employees of the entities within the Group which operate in Malaysia are required to participate in a central pension scheme operated by the local government. These entities are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the profit or loss as they become payable in accordance with the rules of the central pension scheme.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.17 Employee benefits (continued)

(b) *Employee leave entitlement*

Employee entitlements to annual leave are recognised as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly before twelve months after the end of the reporting period is recognised for services rendered by employees up to the end of the reporting period.

2.18 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) *Right-of-use assets*

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Office space	2 to 3 years
Warehouse	3 years
Apartments for staff accommodation	2 to 3 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. The accounting policy for impairment of non-financial assets is set out in note 2.8.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.18 Leases (continued)

As lessee (continued)

(b) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

As lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same bases as rental income. The accounting policy for rental income is set out in note 2.19(c). Contingent rents are recognised as revenue in the period in which they are earned.

2.19 Revenue

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.19 Revenue (continued)

The Group assesses its revenue arrangements to determine if it is acting as principal or agent. The following specific recognition criteria must also be met before revenue is recognised:

(a) *Rendering of services*

Revenue from rendering services relates to hotel room and restaurant operations. Revenue is recognised over the period in which the services are rendered, by reference to completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be performed. Revenue from restaurant operations is recognised at a point in time.

(b) *Dividend income*

Dividend income is recognised when the Group's right to receive payment is established.

(c) *Rental income*

Rental income arising from operating leases on assets is accounted for on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

(d) *Licence fee*

Licence fee charged for the use of trademark granted by the agreement is recognised as revenue.

(e) *Interest income*

Interest income is recognised using the effective interest method.

2.20 Taxes

(a) *Current income tax*

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period, in the countries where the Group operates and generates taxable income.

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.20 Taxes (continued)

(b) *Deferred tax*

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries, associate and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries, associate and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of each reporting period.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.20 Taxes (continued)

(b) *Deferred tax (continued)*

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against income tax liabilities and the deferred taxes relate to the same taxation authority.

(c) *Sales tax*

Revenues, expenses and assets are recognised net of the amount of sales tax except:

- Where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables that are stated with the amount of sales tax included.

2.21 Segment reporting

For management purposes, the Group is organised into operating segments based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Company who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in note 23, including the factors used to identify the reportable segments and the measurement basis of segment information.

2.22 Consolidation of special purpose entity and treasury shares

To facilitate the implementation of the Share Option Scheme, the Company had, on 13 January 2012, established a trust known as the HL Global Enterprises Share Option Scheme 2006 Trust (the “Trust”) with Amicorp Trustees (Singapore) Limited as the trustee of the Trust (the “Trustee”) pursuant to a trust deed dated 13 January 2012 entered into between the Company and the Trustee (the “Trust Deed”).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.22 Consolidation of special purpose entity and treasury shares (continued)

In connection with the establishment of the Trust, Grace Star Services Ltd. (“Grace Star”), a controlling shareholder of the Company and a wholly-owned subsidiary of China Yuchai International Limited, which is in turn a subsidiary of Hong Leong Asia Ltd., had, on 13 January 2012, transferred 24,189,170 Series B redeemable convertible preference shares (“Series B RCPS”), representing 100% of the remaining unconverted Series B RCPS, to the Trustee for a nominal consideration of \$1.00 for the purpose of the Trust. The difference between the carrying amount of the Series B RCPS and the consideration paid is recognised as “Equity capital contributed by parent” within the equity.

Pursuant to the terms of the Trust Deed, the Trustee will, *inter alia*, acquire and hold existing shares in the capital of the Company (collectively, the “Trust Shares”) for the benefit of participants who are employees of the Company and/or its subsidiaries and who have been granted share options under the Share Option Scheme (excluding directors of the Company and directors and employees of the Company’s parent company and its subsidiaries) (the “Beneficiaries”) and transfer such Trust Shares to the Beneficiaries upon the exercise of their share options under the Share Option Scheme.

The Company will be entitled, from time to time, during the period commencing from the date of the Trust Deed and ending upon the termination of the Trust, to appoint a new trustee in substitution of the existing Trustee. The Company is entitled to the benefit of any remaining funds, investments or assets which are placed under the control of the Trustee upon termination of the Trust. Based on the foregoing provisions, the Company therefore consolidates the Trust as part of the Company in its separate and consolidated financial statements. The Trust Shares are accounted for as treasury shares as they are issued by the Company and held by the Trust, which is considered as part of the Company. However, the Trust Shares are not regarded as treasury shares pursuant to the Singapore Companies Act 1967 and the Trustee has the power, *inter alia*, to vote or abstain from voting in respect of the Trust Shares at any general meeting of the Company in its absolute discretion and to waive its right to receive dividends in respect of the Trust Shares as it deems fit.

The Group’s own equity instruments, which are reacquired (“treasury shares”) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group’s own equity instruments. Any difference between the carrying amount of treasury shares and the consideration received, if reissued, is recognised directly in equity.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

2.23 Contingencies

A contingent liability is:

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- (b) a present obligation that arises from past events but is not recognised because:
 - (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - (ii) the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the balance sheet of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

3. PROPERTY, PLANT AND EQUIPMENT

Group	Freehold land* \$'000	Buildings and improvements on freehold land \$'000	Plant and machinery \$'000	Furniture, fittings and office equipment \$'000	Motor vehicles \$'000	Capital work-in-progress \$'000	Total \$'000
Cost							
At 1 January 2022	2,856	14,630	2,268	3,818	69	182	23,823
Additions	-	-	11	38	39	27	115
Disposals	-	-	-	-	(16)	-	(16)
Transfer	-	-	150	-	-	(150)	-
Translation adjustments	(32)	(599)	(138)	(219)	(4)	(8)	(1,000)
At 31 December 2022 and 1 January 2023	2,824	14,031	2,291	3,637	88	51	22,922
Additions	-	-	221	153	-	15	389
Disposals	-	-	(101)	-	-	-	(101)
Translation adjustments	(31)	(567)	(132)	(210)	(5)	(2)	(947)
At 31 December 2023	2,793	13,464	2,279	3,580	83	64	22,263

* Freehold land includes Lot 1049 Mukim Ulu Telom Cameron Highlands, Pahang Malaysia (land area of 7,803m²).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

3. PROPERTY, PLANT AND EQUIPMENT (continued)

Group	Freehold land \$'000	Buildings and improvements on freehold land \$'000	Plant and machinery \$'000	Furniture, fittings and office equipment \$'000	Motor vehicles \$'000	Capital work-in- progress \$'000	Total \$'000
Accumulated depreciation and impairment loss							
At 1 January 2022	97	3,363	1,117	2,675	65	-	7,317
Depreciation for the year	-	434	104	230	2	-	770
Disposals	-	-	-	-	(16)	-	(16)
Translation adjustments	(5)	(142)	(68)	(161)	(4)	-	(380)
At 31 December 2022 and 1 January 2023	92	3,655	1,153	2,744	47	-	7,691
Depreciation for the year	-	407	104	199	7	-	717
Disposals	-	-	(98)	-	-	-	(98)
Translation adjustments	(6)	(151)	(68)	(163)	(3)	-	(391)
At 31 December 2023	86	3,911	1,091	2,780	51	-	7,919
Net carrying amount							
At 31 December 2022	2,732	10,376	1,138	893	41	51	15,231
At 31 December 2023	2,707	9,553	1,188	800	32	64	14,344

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

3. PROPERTY, PLANT AND EQUIPMENT (continued)

Company	Furniture, fittings and office equipment \$'000	Total \$'000
Cost		
At 1 January 2022	75	75
Additions	1	1
At 31 December 2022 and 1 January 2023	76	76
Additions	1	1
At 31 December 2023	77	77
Accumulated depreciation		
At 1 January 2022	60	60
Depreciation charge for the year	8	8
At 31 December 2022 and 1 January 2023	68	68
Depreciation charge for the year	7	7
At 31 December 2023	75	75
Net carrying amount		
At 31 December 2022	8	8
At 31 December 2023	2	2

The recoverable amounts of the property, plant and equipment being the higher of the fair value less costs to sell and value-in use, were determined using fair value less costs to sell approach, and were estimated using comparison methods. Management has carried out the impairment assessment to assess if there is any indication that the hotel and property assets may be impaired. If an indication exists, the recoverable amounts are estimated based on external valuations undertaken by the Group.

Based on the valuation performed by an external independent professional valuer, there is no impairment loss for the Group's property, plant and equipment as the estimated recoverable amount exceeded the carrying value.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

4. INVESTMENT PROPERTY

	Group \$'000
Cost	
At 1 January 2022	2,123
Translation adjustments	(125)
	<hr/>
At 31 December 2022 and 1 January 2023	1,998
Translation adjustments	(118)
At 31 December 2023	<hr/> 1,880 <hr/>
Accumulated depreciation	
At 1 January 2022	370
Depreciation charge for the year	71
Translation adjustments	(24)
	<hr/>
At 31 December 2022 and 1 January 2023	417
Depreciation charge for the year	67
Translation adjustments	(26)
At 31 December 2023	<hr/> 458 <hr/>
Net carrying amount	
At 31 December 2022	<hr/> 1,581 <hr/>
At 31 December 2023	<hr/> 1,422 <hr/>

	Group	
	2023 \$'000	2022 \$'000
Income statement		
Rental income from an investment property		
- Minimum lease payments	<hr/> 29 <hr/>	<hr/> 36 <hr/>
Direct operating expenses (including repairs and maintenance) arising from rental generating property	<hr/> (136) <hr/>	<hr/> (24) <hr/>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

4. INVESTMENT PROPERTY (continued)

Details of the investment property as at 31 December 2023 are as follows:

Location	Description	Existing use	Tenure	Land area (m ²)	Floor area (m ²)	Owned by
Kea Farm, Brinchang, Cameron Highlands, Pahang Malaysia	Entertainment complex	Shops	Freehold	5,643	6,375	Augustland Sdn. Bhd.

The Group has no restrictions on the realisability of its investment property. The Group is in the process of planning to carry out major refurbishment of the entertainment complex for conversion into additional hotel and function rooms. The layout plan of the said conversion has been approved by the Planning Department. The consultants have also submitted detailed drawings to various departments of the Cameron Highlands District Council for review and comment.

Fair value of investment property

As at 31 December 2023, the fair value of the investment property has been determined to be \$2,124,000 (2022: \$2,257,000).

The Group engaged an independent professional qualified valuer to determine the fair value of investment property at the end of each financial year.

The fair value of investment property is determined by the market comparison and cost methods. In valuing the investment property, due consideration is given to factors such as location and size of building, building infrastructure, market knowledge and historical comparable transactions to arrive at their opinion of value.

5. SUBSIDIARIES

	Company	
	2023	2022
	\$'000	\$'000
Unquoted shares, at cost	211,093	211,093
Allowance for impairment	(166,151)	(165,443)
	44,942	45,650
Allowance for impairment		
At 1 January	165,443	170,206
Provision for impairment	708	–
Written back	–	(4,763)
At 31 December	166,151	165,443

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

5. SUBSIDIARIES (continued)

In 2023, the Company recognised an impairment loss of \$708,000 as the recoverable amount of the assets in LKN Development Pte. Ltd. and its subsidiaries ("LKND Group") had decreased due to weakening of the Malaysian Ringgit against Singapore Dollar.

In 2022, the Company recognised a write-back of impairment loss of \$4,763,000 as the Company had assessed that impairment loss previously recognised for LKND Group decreased as the recoverable amount of the assets in LKND Group exceeded its carrying amount.

Details of the subsidiaries are as follows:

Name of company	Principal activities	Place of incorporation	Group’s effective equity interest	
			2023 %	2022 %
Held by the Company:				
LKN Development Pte. Ltd. ⁽ⁱ⁾	Property development and investment, project and property management	Singapore	100	100
Equatorial Hotel Management Pte. Ltd. ⁽ⁱ⁾	Hotel management and consultancy	Singapore	100	100
Equality Hotel Management Sdn. Bhd. ⁽ⁱⁱ⁾	Hotel management and consultancy	Malaysia	100	100
Whitebox Computer Pte Ltd ⁽ⁱⁱⁱ⁾	Dormant	Singapore	100	100
Held by LKN Development Pte. Ltd.:				
Mallink Realty Pte Ltd ⁽ⁱⁱⁱ⁾	Dormant	Singapore	100	100
Sims Development Pte Ltd ⁽ⁱⁱⁱ⁾	Dormant	Singapore	100	100
Augustland Sdn. Bhd. ⁽ⁱⁱ⁾	Property investment and development	Malaysia	100	100
Nirwana Properties Sdn. Bhd. ⁽ⁱⁱ⁾	Investment holding	Malaysia	100	100
Shanghai Yu Rong Hotel Equipment and Supplies Co., Ltd ⁽ⁱⁱⁱ⁾	Dormant	The People’s Republic of China (the “PRC”)	100	100
Victory Heights Sdn. Bhd. ⁽ⁱⁱ⁾	Property investment and development	Malaysia	97*	97*

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

5. SUBSIDIARIES (continued)

Details of the subsidiaries are as follows: (continued)

Name of company	Principal activities	Place of incorporation	Group’s effective equity interest	
			2023 %	2022 %
Held by Augustland Sdn. Bhd.:				
Augustland Hotel Sdn. Bhd. ⁽ⁱⁱ⁾	Hotel development and operation	Malaysia	100	100
Held by Nirwana Properties Sdn. Bhd.:				
Victory Heights Sdn. Bhd. ⁽ⁱⁱ⁾	Property investment and development	Malaysia	3*	3*

* The total effective equity interest held by the Group is 100% (2022: 100%) as 97% (2022: 97%) is held by LKN Development Pte. Ltd. and 3% (2022: 3%) is held by Nirwana Properties Sdn. Bhd., both are wholly-owned subsidiaries.

(i) Audited by Ernst & Young LLP, Singapore.

(ii) Audited by member firm of EY Global in Malaysia.

(iii) Not required to be audited.

6. ASSOCIATE

	Group	
	2023 \$'000	2022 \$'000
Unquoted equity shares, at cost	490	490
Share of post-acquisition accumulated losses	(302)	(301)
Translation adjustments	(142)	(139)
	46	50

Movements in the Group's share of the associate's post-acquisition accumulated losses are as follows:

	Group	
	2023 \$'000	2022 \$'000
At 1 January	(301)	(300)
Share of results after tax	(1)	(1)
At 31 December	(302)	(301)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

6. ASSOCIATE (continued)

Details of the associate are as follows:

Name of company	Principal activities	Place of incorporation	Group's effective equity interest	
			2023 %	2022 %
Held through subsidiary:				
Sinjori Sdn. Bhd. ⁽ⁱ⁾	Property investment and development	Malaysia	28	28

(i) Audited by member firm of EY Global in Malaysia.

The summarised financial information in respect of Sinjori Sdn. Bhd., not adjusted by the percentage ownership held by the Group and a reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

	Group	
	2023 \$'000	2022 \$'000
Summarised balance sheet		
Current assets	–	9
Non-current assets	291	309
Total assets	291	318
Current liabilities	95	101
Non-current liabilities	30	37
Total liabilities	125	138
Net assets	166	180
Proportion of the Group's ownership	28%	28%
Group's share of net assets, representing carrying amount of the investment	46	50
Summarised statement of comprehensive income		
Loss after tax	(3)	(3)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

7. JOINT VENTURES

The Group has interests in the following joint ventures:

Name of company	Principal activities	Place of incorporation	Ownership interest held by Group	
			2023 %	2022 %
Shanghai Hengshan Equatorial Hotel Management Co., Ltd. ("SHEHM") ⁽ⁱ⁾	Hotel and property management	The PRC	49	49
HL Heritage Sdn. Bhd. ("HL Heritage") ⁽ⁱⁱ⁾	Property development and property investment holding	Malaysia	60	60

(i) SHEHM has been liquidated on 22 January 2024.

(ii) Audited by member firm of EY Global in Malaysia.

The Group has 49% (2022: 49%) and 60% (2022: 60%) interests in the ownership and voting rights in joint ventures, SHEHM and HL Heritage respectively that are held through subsidiaries. The Group jointly controls these ventures with the other partners under the contractual agreements and requires unanimous consent for all major decisions over the relevant activities.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

7. JOINT VENTURES (continued)

Summarised financial information in respect of SHEHM and HL Heritage based on its financial statements, and reconciliation with the carrying amount of the investments in the consolidated financial statements are as follows:

	SHEHM & HL Heritage	
	2023	2022
	\$'000	\$'000
Summarised balance sheet		
Cash and cash equivalents	690	1,753
Trade receivables	–	75
Other current assets	197	209
Total assets	887	2,037
Current financial liabilities	232	275
Other current liabilities	–	2
Total liabilities	232	277
Net assets	655	1,760
Group's share of net assets, representing carrying amount of the investments	310	864
Summarised statement of comprehensive income		
Revenue	99	270
Cost of sales	–	–
Gross profit	99	270
Interest income	11	11
Operating expenses	(92)	(81)
Profit before tax	18	200
Income tax expense	(1)	(5)
Profit for the year, representing total comprehensive income for the year	17	195
Group's share of results of joint ventures, net of tax	8	95

Dividend of \$528,000 was paid by SHEHM in 2023 (2022: Nil).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

8. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2023	2022	2023	2022
	\$'000	\$'000	\$'000	\$'000
Non-current				
Deposits	65	85	5	28
Current				
Trade receivables				
- third parties	103	118	-	-
Allowance for impairment	(5)	-	-	-
Non-trade receivables				
- subsidiaries	-	-	267	102
- third parties	842	509	516	368
- joint ventures	140	148	-	-
- associate	37	37	-	-
Tax recoverable	5	31	-	-
Deposits	29	7	23	-
Allowance for impairment	-	(49)	-	(49)
	1,151	801	806	421
Total trade and other receivables (non-current and current)	1,216	886	811	449
Less: Tax recoverable	(5)	(31)	-	-
Total trade and other receivables, excluding tax recoverable (note 24)	1,211	855	811	449
Add: Cash and bank balances (note 13)	58,217	56,338	37,232	36,355
Total financial assets at amortised cost	59,428	57,193	38,043	36,804

The current trade and non-trade receivables due from third parties are unsecured, non-interest bearing and are recognised at their original invoice amounts which represent their fair values on initial recognition. Trade receivables are generally on 60 to 90 days' terms while non-trade receivables mainly comprise bank interest receivables. These receivables are not secured by any collateral or credit enhancements.

The current non-trade amounts due from joint ventures, associate and subsidiaries are unsecured, non-interest bearing, repayable on demand and are to be settled in cash.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

8. TRADE AND OTHER RECEIVABLES (continued)

Credit risk

Concentration of credit risk relates to trade receivables and other receivables (excluding deposits and tax recoverable). The Group's credit risk policy is outlined in note 2.11.

The maximum exposure to credit risk for trade and other receivables (after allowance for impairment) by type of customer (excluding deposits and tax recoverable) at the end of the reporting period is as follows:

	Group		Company	
	2023	2022	2023	2022
	\$'000	\$'000	\$'000	\$'000
Corporate	77	60	71	44
Travel agents	26	20	–	–
Credit cards	56	37	–	–
Joint ventures	140	148	–	–
Subsidiaries	–	–	267	102
Associate	37	37	–	–
Others	781	461	445	275
	1,117	763	783	421

The ageing of trade and other receivables (excluding deposits and tax recoverable) at the reporting date is as follows:

	2023		2022	
	Gross receivables	Allowance for impairment	Gross receivables	Allowance for impairment
	\$'000	\$'000	\$'000	\$'000
Group				
Not past due	778	–	435	–
Past due 0 to 30 days	159	–	127	–
Past due 31 to 120 days	3	–	7	–
Past due 121 days to one year	–	–	6	–
More than one year	182	(5)	237	(49)
	1,122	(5)	812	(49)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

8. TRADE AND OTHER RECEIVABLES (continued)

Credit risk (continued)

	2023		2022	
	Gross receivables \$'000	Allowance for impairment \$'000	Gross receivables \$'000	Allowance for impairment \$'000
Company				
Not past due	437	–	275	–
Past due 0 to 30 days	157	–	67	–
Past due 31 to 120 days	24	–	49	–
Past due 121 days to one year	66	–	23	–
More than one year	99	–	56	(49)
	783	–	470	(49)

Allowance for impairment

For trade and other receivables, the Group applies a simplified approach in calculating the expected credit losses. Details are outlined in note 2.11 and note 24. The movement of the allowance for impairment is as follows:

	Group	
	2023 \$'000	2022 \$'000
At 1 January	49	50
Charge for the year – trade	5	–
Written off	(49)	(1)
At 31 December	5	49

9. LEASES

As lessee

The Group has lease contracts for various office space, warehouse and staff accommodation used in its operations. Leases of office space, warehouse and staff accommodation generally have lease terms between 2 to 3 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets.

The Group also has certain leases with lease terms of 12 months. The Group applies the 'short-term lease' recognition exemptions for these leases.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

9. LEASES (continued)

As lessee (continued)

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the financial year:

	Group Office space, warehouse and staff accommodation \$'000	Company Office space and warehouse \$'000
Cost		
At 1 January 2022	401	283
Additions	110	58
Write-off	(93)	(39)
Translation differences	(6)	–
At 31 December 2022 and 1 January 2023	412	302
Additions	46	–
Write-off	(55)	–
Translation differences	(8)	–
At 31 December 2023	395	302
Accumulated depreciation		
At 1 January 2022	114	35
Depreciation for the year	132	101
Write-off	(93)	(39)
Translation adjustments	(3)	–
At 31 December 2022 and 1 January 2023	150	97
Depreciation for the year	148	101
Write-off	(55)	–
Translation adjustments	(2)	–
At 31 December 2023	241	198
Net carrying amount		
At 31 December 2022	262	205
At 31 December 2023	154	104

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

9. LEASES (continued)

As lessee (continued)

Set out below are the carrying amounts of lease liabilities movements during the financial year:

	Group \$'000	Company \$'000
At 1 January 2022	289	248
Additions	110	58
Lease payments	(139)	(106)
Accretion of interest	10	9
Translation adjustments	(2)	–
At 31 December 2022 and 1 January 2023	268	209
Additions	46	–
Lease payments	(152)	(106)
Accretion of interest	8	6
Translation adjustments	(9)	(1)
At 31 December 2023	161	108
2022		
Current	135	100
Non-current	133	109
2023		
Current	141	97
Non-current	20	11

A reconciliation of liabilities arising from financing activities is as follows:

Group	At 1 January \$'000	Cash flows \$'000	Other* \$'000	At 31 December \$'000
2022				
Lease liabilities	289	(129)	108	268
2023				
Lease liabilities	268	(144)	37	161

* Other relates to non-cash additions and translation adjustments during the year.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

9. LEASES (continued)

As lessee (continued)

The following are the amounts recognised in the consolidated income statement for the financial year:

	Group \$'000	Company \$'000
2022		
Depreciation expense of right-of-use assets (note 21)	132	101
Interest expense on lease liabilities (note 19)	10	9
	<u>142</u>	<u>110</u>
2023		
Depreciation expense of right-of-use assets (note 21)	148	101
Interest expense on lease liabilities (note 19)	8	6
	<u>156</u>	<u>107</u>

In 2023, the Group had total cash outflows for leases of \$144,000 (2022: \$129,000) and non-cash additions to right-of-use assets and lease liabilities of \$46,000 (2022: \$110,000).

Maturity analysis of lease liabilities based on contractual undiscounted payments is as follows:

	Less than 3 months \$'000	3 to 12 months \$'000	1 to 5 years \$'000	Total \$'000
Group				
2022				
Lease liabilities	<u>27</u>	<u>116</u>	<u>135</u>	<u>278</u>
2023				
Lease liabilities	<u>26</u>	<u>119</u>	<u>20</u>	<u>165</u>
Company				
2022				
Lease liabilities	<u>18</u>	<u>89</u>	<u>111</u>	<u>218</u>
2023				
Lease liabilities	<u>18</u>	<u>82</u>	<u>11</u>	<u>111</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

10. DEFERRED TAX

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same tax authority. The amounts determined after appropriate offsetting and movements during the financial year are as follows:

Group	At 1 January \$'000	Recognised in profit or loss (note 20) \$'000	Translation adjustments \$'000	At 31 December \$'000
2023				
Deferred tax liabilities				
Unremitted accrued income	–	69	–	69
Deferred tax asset				
Provisions for tax losses	192	207	(17)	382
2022				
Deferred tax liabilities				
Unremitted accrued income	–	–	–	–
Deferred tax asset				
Provisions for tax losses	182	21	(11)	192
Company				
2023				
Deferred tax liabilities				
Unremitted accrued income	–	69	–	69

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

10. DEFERRED TAX (continued)

Unrecognised deferred tax assets

At the end of the financial year, deferred tax assets relating to the following temporary differences have not been recognised:

	Group	
	2023	2022
	\$'000	\$'000
Unutilised capital and investment tax allowances	17,520	19,394
Unutilised tax losses	58,869	60,002
	76,389	79,396

The use of the unutilised tax losses and unutilised capital and investment tax allowances is subject to agreement by the tax authorities and compliance with certain provisions of the tax regulations in the respective countries in which the tax losses and capital and investment tax allowances arose. The above temporary differences are available for offset against future taxable profits of the companies in which the temporary differences arose and expire under current tax legislation. As at 31 December 2023, the temporary differences arising from subsidiaries in Singapore and Malaysia amounted to \$48,970,000 (2022: \$49,188,000) and \$27,419,000 (2022: \$30,208,000) respectively. In Malaysia, the carry forward period for tax losses has been revised to 10 years, with effect from year of assessment 2019 and accumulated unutilised tax losses up to year of assessment 2018 can be carried forward until 2028. Deferred tax assets are not recognised in respect of the above items in accordance with the Group's accounting policy as set out in note 2.20(b).

Source of estimation uncertainty

Income tax expenses, deferred tax assets and liabilities reflect the best estimate of current and future taxes to be paid. Significant judgments and estimates are required in the determination of the consolidated income tax expenses. Deferred income taxes arise from temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements, which will result in taxable or deductible amounts in the future.

Uncertainties also exist with respect to the interpretation of tax regulations and the amount and timing of future taxable income. Given the differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax provisions already recorded. The Group establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provision is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the relevant tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective Group company's domicile.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

10. DEFERRED TAX (continued)

Source of estimation uncertainty (continued)

In particular, deferred tax assets are recognised for unutilised tax losses and unutilised capital and investment tax allowances to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits. In projecting future taxable income, the Group begins with historical results and incorporate assumptions about the future taxable income for the next 12 months. The assumptions about future taxable income require the use of significant judgment and are consistent with the plans and estimates used to manage the underlying business.

Given the uncertainty of the impact of rising interest rates and inflationary pressures, deferred tax assets had not been recognized in respect of certain temporary differences arising from subsidiaries in Singapore and Malaysia. If the Group was able to recognise all unrecognised deferred tax assets, profit would increase by \$14,906,000 (2022: \$15,612,000).

11. INVENTORIES

	Group	
	2023	2022
	\$'000	\$'000
Hotel supplies, at cost	75	109

Inventories are stated at the lower of cost and net realisable value. Cost is determined by using the weighted average cost formula and comprises the costs of purchase.

Inventories recognised as an expense in cost of sales is disclosed in note 21.

12. DEVELOPMENT PROPERTIES

	Group	
	2023	2022
	\$'000	\$'000
Freehold land	2,549	2,709
Development costs	9,768	10,322
Allowance for anticipated losses	(9,213)	(9,791)
	3,104	3,240

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

12. DEVELOPMENT PROPERTIES (continued)

Movements in the carrying amounts of development properties are as follows:

	Group	
	2023	2022
	\$'000	\$'000
At 1 January	3,240	3,429
Translation adjustments	(189)	(194)
Capitalisation of costs during the year	53	5
At 31 December	3,104	3,240

No borrowing cost has been capitalised in 2023 and 2022.

Movements in the allowance for anticipated losses are as follows:

	Group	
	2023	2022
	\$'000	\$'000
At 1 January	9,791	10,401
Translation adjustments	(578)	(610)
At 31 December	9,213	9,791

Details of the development properties are as follows:

Type of development	Location	Status of completion at 31 December 2023	Tenure/ Group's effective interest in property	Land area (m ²)	Gross floor area (m ²)
Land	Lot 1046 Mukim Ulu Telom Cameron Highlands, Pahang Malaysia	In the process of planning to develop a block of high-rise apartments	Freehold (100%)	598	–
Shops and offices	Lot 981 Kawasan Bandar VII, Daerah Melaka Tengah, Malaysia	Work on the project has been suspended at the end of 1998	Freehold (100%)	4,229	55,688 plus 545 parking lots

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

12. DEVELOPMENT PROPERTIES (continued)

Source of estimation uncertainty

The Group estimates the net realisable values of the development properties by taking into consideration the development plans, recoverable amounts of these development properties as well as valuation of the estimated market value of an uncompleted development property in Melaka, Malaysia performed by an external independent professional valuer. As the estimated net realisable value is higher than the carrying amount of the said uncompleted development property, there is no provision for impairment required on this property which the work on the development has been suspended since 1998.

13. CASH AND BANK BALANCES

	Group		Company	
	2023	2022	2023	2022
	\$'000	\$'000	\$'000	\$'000
Cash at bank and on hand	2,770	2,362	1,648	843
Bank deposits	55,447	53,976	35,584	35,512
Cash and bank balances	58,217	56,338	37,232	36,355
Less: Fixed deposits with tenures more than 3 months	(52,195)	(50,404)	(35,584)	(35,512)
Cash and cash equivalents in the Consolidated Cash Flow Statement	6,022	5,934	1,648	843

Fixed deposits are made for varying periods, depending on the immediate cash requirements of the Group and the Company, and earn interest at the respective deposit rates. The weighted average effective interest rates at the end of the reporting period for the Group and the Company are as follows:

	Group		Company	
	2023	2022	2023	2022
	%	%	%	%
Singapore Dollar	3.645	2.522	3.667	2.657
Malaysian Ringgit	2.868	2.500	–	–

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

14. SHARE CAPITAL

	Group and Company	
	No. of ordinary shares issued	Paid-up capital \$'000
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	96,334,254*	133,773
Less: Trust Shares	(2,418,917)	(3,980)
Total shares, excluding Trust Shares as at 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	93,915,337	129,793

- * The ordinary shares issued includes 2,418,917 ordinary shares held as Trust Shares by Amicorp Trustees (Singapore) Limited as trustee of the Trust established by the Company to facilitate the implementation of the HL Global Enterprises Share Option Scheme 2006.

Ordinary shares

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets. The ordinary shares have no par value.

Equity capital contributed by parent

In connection with the establishment of the Trust, Grace Star, a controlling shareholder of the Company and a wholly-owned subsidiary of China Yuchai International Limited, which is in turn a subsidiary of Hong Leong Asia Ltd., had, on 13 January 2012, transferred 24,189,170 Series B RCPS, representing 100% of the remaining unconverted Series B RCPS, to the Trustee for a nominal consideration of \$1.00 for the purpose of the Trust.

Pursuant to the Articles of Association of the Company, the 24,189,170 Series B RCPS held by the Trustee were mandatorily converted into 24,189,170 new ordinary shares in the capital of the Company on 16 January 2012, and the new ordinary shares which rank *pari passu* in all respects with the existing ordinary shares, were held by the Trustee as Trust Shares under the Trust. After the Share Consolidation on 14 May 2015, the number of trust shares was reduced to 2,418,917 trust shares.

As disclosed in note 2.22, the Trust Shares are accounted for as treasury shares as they are issued by the Company and held by the Trust, which is considered as part of the Company. The difference between the carrying amount of the Series B RCPS and the consideration paid is recognised as "Equity capital contributed by parent" within the equity.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

14. SHARE CAPITAL (continued)

Capital management

The Group defines “capital” to include funds raised through the issue of ordinary shares, as well as proceeds raised from debt facilities.

The Group’s primary objective in capital management is to maintain an appropriate capital base so as to maintain investor, creditor and market confidence, and to continue to maintain the future development and growth of the business. To maintain or adjust the capital structure, the Group may issue new shares.

There were no changes in the Group’s approach to capital management during the financial year.

Share option

The Company has adopted a share option for granting of options to eligible directors and employees of the Group, holding companies and associated companies.

The Share Option Scheme was approved by the shareholders at the extraordinary general meeting of the Company held on 29 September 2006 for an initial duration of 10 years (from 29 September 2006 to 28 September 2016). At the annual general meeting of the Company held on 29 April 2016, the shareholders approved the extension of the duration of the Share Option Scheme for a further period of 10 years from 29 September 2016 to 28 September 2026. Other than the extension of the duration of the Share Option Scheme, all other rules of the Share Option Scheme remain unchanged.

The Share Option Scheme is administered by a committee (the “Share Option Scheme Committee”) comprising the following members:

Chew Heng Ching (Chairman)
Goh Kian Chee
Goh Ying-Peng Cynthia

Under the terms of the Share Option Scheme, the Share Option Scheme Committee may make offers of the grant of options to:

- (i) Group Employees and Parent Group Employees (both as defined in the Share Option Scheme) which may be exercisable during an option exercise period commencing from the date that the option vests and expiring on the day preceding the tenth anniversary of its date of grant; and
- (ii) Group Non-executive Directors, Parent Group Non-executive Directors, Associated Company Employees and Associated Company Non-executive Directors (all as defined in the Share Option Scheme) which may be exercisable during an option exercise period commencing from the date that the option vests and expiring on the day preceding the fifth anniversary of its date of grant.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

14. SHARE CAPITAL (continued)

Share option (continued)

The Share Option Scheme provides the Company with the flexibility of granting options to participants at Market Price (as defined in the Share Option Scheme) and/or with a discount (either up-front or a deferred discount) to the Market Price.

The aggregate number of ordinary shares in the capital of the Company ("Shares") over which options may be granted under the Share Option Scheme on any date, when added to the number of Shares issued and issuable in respect of all options granted under the Share Option Scheme shall not exceed 15% of the total number of issued Shares, excluding treasury shares, if any, on the day preceding the relevant date of grant. The aggregate number of Shares which may be offered by way of grant of options to Parent Group Employees and Parent Group Non-executive Directors collectively under the Share Option Scheme shall not exceed 20% of the total number of Shares available under the Share Option Scheme.

No option has been granted by the Company since the commencement of the Share Option Scheme.

15. RESERVES

	Group		Company	
	2023	2022	2023	2022
	\$'000	\$'000	\$'000	\$'000
Special reserve	8,529	8,529	12,471	12,471
Premium paid on acquisition of non-controlling interests	(192)	(192)	–	–
Currency translation reserve	(2,220)	(1,082)	–	–
Accumulated losses	(62,841)	(64,478)	(64,347)	(64,634)
	(56,724)	(57,223)	(51,876)	(52,163)

Special reserve

At an extraordinary general meeting of the Company on 10 September 1990, the shareholders approved a special resolution to cancel \$12,471,000 of the sum standing to the credit of the Company's share premium account. This was approved by the Court on 12 October 1990. The amount of share premium cancelled was transferred to a special reserve account.

Premium paid on acquisition of non-controlling interests

The premium paid on acquisition of non-controlling interests represents difference between the consideration and the carrying value of the additional equity interest in a subsidiary acquired from its non-controlling interests.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

15. RESERVES (continued)

Currency translation reserve

The currency translation reserve represents foreign exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

16. TRADE AND OTHER PAYABLES

	Group		Company	
	2023	2022	2023	2022
	\$'000	\$'000	\$'000	\$'000
Current				
Amounts due to related company (non-trade)	7	7	7	7
Trade payables	359	520	1	1
Other payables	159	146	7	2
Refundable deposits	36	48	–	–
Accrued expenses	903	850	622	593
Accrued employee benefits expense	445	474	272	261
Advances from customers	10	1	–	–
	1,919	2,046	909	864
Less: Advances from customers, sales and other tax payable	(85)	(72)	(6)	(2)
Total financial liabilities carried at amortised cost	1,834	1,974	903	862

The current amounts due to related company are non-trade in nature, unsecured, non-interest bearing, repayable upon demand.

Trade payables and other payables are unsecured and non-interest bearing.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

17. REVENUE

	Group	
	2023	2022
	\$'000	\$'000
Revenue from hospitality and restaurant	5,840	6,669
Rental income from investment property	29	36
	5,869	6,705

18. OTHER INCOME

	Group	
	2023	2022
	\$'000	\$'000
Interest income	1,803	592
Sundry income	19	8
Licence fee	249	145
Gain on disposal of property, plant and equipment	16	18
Government grants	–	105
	2,087	868

19. FINANCE COSTS

	Group	
	2023	2022
	\$'000	\$'000
Interest expense:		
- lease liabilities	8	10

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

20. INCOME TAX EXPENSE

	Group	
	2023	2022
	\$'000	\$'000
Consolidated income statement		
Current income tax		
- current year	201	29
Deferred income tax		
- origination of temporary differences	69	–
- recognition of previously unrecognised deferred tax assets	(207)	(21)
Income tax expense recognised in profit or loss	<u>63</u>	<u>8</u>

Relationship between tax expense and accounting profit

A reconciliation between tax expense and the product of accounting profit multiplied by the applicable corporate tax rate for the financial years ended 31 December 2023 and 2022 is as follows:

	Group	
	2023	2022
	\$'000	\$'000
Profit before tax	<u>1,700</u>	<u>1,059</u>
Income tax using the Singapore tax rate of 17% (2022: 17%)	289	180
Non-deductible expenses	259	249
Income not subject to tax	(111)	(97)
Effect of different tax rates in foreign jurisdictions	78	117
Utilisation of previously unrecognised tax losses and capital allowances	(466)	(630)
Deferred tax assets not recognised	143	195
Withholding tax expense	78	15
Recognition of previously unrecognised deferred tax assets	(207)	(21)
Income tax expense recognised in profit or loss	<u>63</u>	<u>8</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

21. PROFIT FOR THE YEAR, NET OF TAX

The following items have been included in arriving at profit for the year, net of tax:

	Group	
	2023	2022
	\$'000	\$'000
Depreciation of property, plant and equipment	717	770
Depreciation of investment property	67	71
Depreciation of right-of-use assets	148	132
Currency exchange losses – net	183	194
Employee benefits expense:		
- directors' fees	195	192
- salaries and bonuses	1,797	1,923
- employer's contribution to defined contribution plans	216	221
- other short-term benefits	222	239
Gain on disposal of property, plant and equipment	(16)	(18)
Inventories recognised in cost of sales	858	897
Impairment loss on trade receivables	5	–
Audit fees to auditors of the Company	114	101

22. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing profit for the year, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share is calculated by dividing profit for the year, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

22. EARNINGS PER SHARE (continued)

The following table reflects the earnings and share data used in the computation of basic and diluted earnings per share for the financial years ended 31 December:

	Group	
	2023	2022
	\$'000	\$'000
Profit for the year attributable to owners of the Company used in the computation of basic and diluted earnings per share	1,637	1,051
	No. of shares '000	No. of shares '000
Weighted average number of ordinary shares		
Issued ordinary shares at beginning of the year	96,334	96,334
Less: Trust Shares	(2,419)	(2,419)
Weighted average number of ordinary shares for basic earnings per share computation*	93,915	93,915
Earnings per share attributable to owners of the Company (cents per share)		
Basic	1.74	1.12
Diluted	1.74	1.12

* Trust Shares (ordinary shares) held by the Trust, which is considered as part of the Company, were excluded for the earnings per share computation as disclosed in note 2.22.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

23. SEGMENT INFORMATION

The Group has three reportable segments, as described below, which are the Group's strategic business units. The strategic business units offer different services, and are managed separately because they require different operating and marketing strategies, and are subject to different risks and rewards. For each of the strategic business units, the Board of Directors review internal management reports at least on a quarterly basis.

The following summary describes the operations in each of the Group's reportable segments:

Investments and others	:	Investment holding and others
Hospitality and restaurant	:	Operating and management of hotels and restaurants
Property development	:	Development of properties for sale and rental and property and development project management

Except as indicated above, no operating segments have been aggregated to form the above reportable operating segments.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment results before other income (including interest income), interest expense, share of results of associate and joint ventures and income tax, as included in the internal management reports that are reviewed by the Board of Directors. Segment results are used to measure performance as management believes that such information is the most relevant in evaluating the results of each segment.

Transfer prices between operating segment are determined on an arm's length basis in a manner similar to transactions with third parties.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

23. SEGMENT INFORMATION (continued)

	Investments and others \$'000	Hospitality and restaurant \$'000	Property development \$'000	Total \$'000
2023				
Revenue				
- external revenue	29	5,840	–	5,869
- inter-segment revenue	–	–	37	37
	29	5,840	37	5,906
Elimination				(37)
				5,869
Reportable segment results	(1,095)	1,141	(432)	(386)
Other income (excluding interest income)	252	16	16	284
Interest income	1,249	86	468	1,803
Interest expense	(6)	(2)	–	(8)
Share of results of associate and joint ventures	–	10	(3)	7
Profit before tax	400	1,251	49	1,700
Income tax expense				(63)
Profit for the year				1,637
Other segment items				
Capital expenditure				
- property, plant and equipment	1	373	15	389
Depreciation for the year	175	722	35	932
Reportable segment assets	39,305	19,043	20,603	78,951
Investment in associate	–	–	46	46
Investment in joint ventures	–	308	2	310
Consolidated total assets	39,305	19,351	20,651	79,307
Consolidated total liabilities	1,195	684	379	2,258

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

23. SEGMENT INFORMATION (continued)

	Investments and others \$'000	Hospitality and restaurant \$'000	Property development \$'000	Total \$'000
2022				
Revenue				
- external revenue	36	6,669	–	6,705
- inter-segment revenue	–	–	39	39
	36	6,669	39	6,744
Elimination				(39)
				6,705
Reportable segment results	(1,018)	1,549	(424)	107
Other income (excluding interest income)	150	122	4	276
Interest income	358	34	200	592
Interest expense	(9)	–	(1)	(10)
Share of results of associate and joint ventures	–	97	(3)	94
(Loss)/profit before tax	(519)	1,802	(224)	1,059
Income tax expense				(8)
Profit for the year				1,051
Other segment items				
Capital expenditure				
- property, plant and equipment	1	83	31	115
Depreciation for the year	180	756	37	973
Reportable segment assets	38,522	18,950	20,490	77,962
Investment in associate	–	–	50	50
Investment in joint ventures	–	858	6	864
Consolidated total assets	38,522	19,808	20,546	78,876
Consolidated total liabilities	1,083	886	357	2,326

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

23. SEGMENT INFORMATION (continued)

Geographical information

The Group operates principally in Singapore, Malaysia and the PRC. In presenting information on the basis of geographical information, segment revenue is based on the geographical location of operations. Segment non-current assets (excluding deferred tax asset) are based on the geographical location of the assets.

	Revenue	
	2023	2022
Group	\$'000	\$'000
Malaysia	5,869	6,705
	Non-current assets	
	2023	2022
Group	\$'000	\$'000
Malaysia	15,922	16,974
The PRC	308	858
Singapore	111	241
	16,341	18,073

24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group and the Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, interest rate risk and foreign currency risk. The Group's and the Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group and the Company.

Risk management is carried out by the management under policies approved by the Board of Directors. The Board of Directors provides guidance for overall risk management, as well as policies covering specific areas, such as foreign currency risk, interest rate risk, credit risk and liquidity risk. There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk

The Group is exposed to foreign currency risk arising from various currencies other than the respective functional currencies of the entities within the Group, primarily with respect to Chinese Renminbi and Malaysian Ringgit.

The Group has a number of investments in foreign subsidiaries and joint ventures, whose net assets are exposed to currency translation risk.

The Group's and Company's exposures to the various currencies are as follows:

Group	Singapore Dollar \$'000	Chinese Renminbi \$'000	Malaysian Ringgit \$'000
2023			
Trade and other receivables	–	70	–
Cash and bank balances	–	–	2,823
Trade and other payables	(23)	(502)	–
	(23)	(432)	2,823
2022			
Trade and other receivables	–	42	–
Cash and bank balances	–	–	2,956
Trade and other payables	(23)	(497)	–
	(23)	(455)	2,956
Company			Chinese Renminbi \$'000
2023			
Trade and other receivables			70
Trade and other payables			(502)
			(432)
2022			
Trade and other receivables			42
Trade and other payables			(497)
			(455)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk (continued)

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group and Company's profit before tax to a reasonably possible change in the respective functional currencies of the Group entities against the Singapore Dollar, Chinese Renminbi and Malaysian Ringgit exchange rates, with all other variables held constant.

A 10% (2022: 10%) strengthening of the functional currencies - Singapore Dollar and Malaysian Ringgit against the following currencies at the reporting date would increase/(decrease) the profit before tax by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

Functional currencies	Impact against the following currencies			
	Group			Company
	Singapore Dollar \$'000	Chinese Renminbi \$'000	Malaysian Ringgit \$'000	Chinese Renminbi \$'000
2023				
Singapore Dollar	–	43	(282)	43
Malaysian Ringgit	2	–	–	–
2022				
Singapore Dollar	–	46	(296)	46
Malaysian Ringgit	2	–	–	–

Judgements made in determination of functional currency

The Group measures foreign currency transactions in the respective functional currency of the Company and its subsidiaries. In determining the functional currency of the entities in the Group, judgement is required to determine the currency that mainly influences sales prices for goods and services and of the country whose competitive forces and regulations mainly determines the sales prices of its goods and services. The functional currencies of the entities in the Group are determined based on management's assessment of the economic environment in which the entities operate and the entities' process of determining sales prices.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group and the Company is not subject to any interest rate risk for the year under review.

Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposures to credit risk arises primarily from trade and other receivables (excluding deposits and tax recoverable). Credit risk arising from deposits has been assessed to be insignificant. For cash and bank balances, the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

At the end of the reporting period, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the balance sheets. The Group has policies in place to ensure that sales of products and services are made to customers with an appropriate credit history.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 120 days when they fall due, which are derived based on the Group's historical information.

The Group considers available reasonable and supportive forwarding-looking information which includes the following indicators:

- Internal credit rating;
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtor's ability to meet its obligation; and
- Significant changes in the expected performance and behaviour of the debtor, including changes in the payment status of debtors in the group and changes in the operating results of the debtor.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 120 days past due in making contractual payment.

The Group determined that its financial assets are credit-impaired when:

- There are significant difficulties of the issuer or the debtor;
- A breach of contract, such as a default or past due event;
- It is becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- There is a disappearance of an active market for that financial asset because of financial difficulty.

The Group categorises a receivable for potential write-off when a debtor fails to make contractual payments more than 360 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as debtor failing to engage in a repayment plan with the Group. Where receivables have been written off, the Group continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The following are credit risk management practices and quantitative and qualitative information about amount arising from expected credit losses for each class of financial assets.

Trade and other receivables (excluding deposits and tax recoverable)

The Group provides for lifetime expected credit losses for all trade and other receivables using a provision matrix. The provision rates are determined based on the Group's historical observed default rates analysed in accordance to days past due by grouping of customers based on customer types. The expected credit losses also incorporate forward looking information such as forecast of economic conditions where the gross domestic product will deteriorate over the next year, leading to an increased number of defaults.

Information regarding the allowance for impairment of trade and other receivables as at 31 December 2023 is disclosed in note 8.

As at 31 December 2023 and 2022, there was no significant concentration of credit risk. Information regarding concentration of credit risk is disclosed in note 8.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Cash and bank balances

The Group considers that its cash and bank balances have low credit risk as they are placed with or entered into with reputable financial institutions with high credit ratings and no history of default.

Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. Prudent liquidity risk management implies maintaining sufficient cash and bank balances, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, the Group aims at maintaining flexibility in funding by keeping committed credit lines available.

Analysis of financial instruments by remaining contractual maturities

The maturity profile of the Company's financial assets and liabilities at the end of the financial year based on contractual undiscounted repayment obligations are expected to approximate their carrying amounts on the balance sheet as they are expected to be settled within the next 12 months and the effects of discounting of the non-current financial assets are not expected to be material.

25. FAIR VALUE OF ASSETS AND LIABILITIES

Fair value hierarchy

The Group classifies fair value measurement using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – Unobservable inputs for the asset or liability.

There have been no transfers between Level 1 to Level 3 fair value measurements during the financial years ended 31 December 2023 and 2022.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

25. FAIR VALUE OF ASSETS AND LIABILITIES (continued)

Fair value hierarchy (continued)

The following table shows the information about fair value measurement using significant unobservable inputs (Level 3):

	Fair value \$'000	Valuation techniques	Unobservable input	Inter-relationship between key unobservable inputs and fair value measurement
Investment property (note 4):				
2023	2,124	Market comparison and cost method	Comparable price: \$35 to \$85 per square foot	The estimated fair value increases with higher comparable price
2022	2,257	Market comparison and cost method	Comparable price: \$35 to \$85 per square foot	The estimated fair value increases with higher comparable price

Assets and liabilities measured at fair value

The Group does not have any assets and liabilities that are measured in accordance with the fair value hierarchy listed above.

Assets and liabilities not measured at fair value, for which fair value is disclosed

Details of valuation techniques and key assumptions used to estimate the fair value of the investment property are set out in the table above.

26. COMMITMENTS

At the end of the financial year, the Group's commitments are as follows:

	Group	
	2023	2022
	\$'000	\$'000
Approved and contracted for		
- property, plant and equipment	-	37
- development costs	389	428
- investment property	442	575

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

26. COMMITMENTS (continued)

Lease commitment - as lessor

The Group leases out some of its assets. These non-cancellable leases have remaining lease terms of up to five years.

Future minimum rental receivable under non-cancellable operating leases at the end of the reporting period are as follows:

	Group	
	2023	2022
	\$'000	\$'000
Not later than one year		
- with third parties	86	65
Later than one year but not later than five years		
- with third parties	99	79
	185	144

27. RELATED PARTY TRANSACTIONS

Compensation of key management personnel

Key management personnel are those persons directly or indirectly, including any director (whether executive or otherwise) having authority and responsibility for planning, directing and controlling the activities of the entities within the Group.

Key management personnel compensation comprises remuneration of directors and other key management personnel as follows:

	Group	
	2023	2022
	\$'000	\$'000
Directors' fees	195	192
Employee benefits	308	299
Employer's contribution to defined contribution plans	20	20
	523	511

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

27. RELATED PARTY TRANSACTIONS (continued)

Sale and purchase of goods and services

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group and related parties took place at terms agreed between the parties during the financial year:

	Group	
	2023	2022
	\$'000	\$'000
Professional fee payable to a firm in which a director of the Company is a partner	(25)	–
Expenses paid/payable to related companies:		
Rental	(34)	(34)
Secretarial/consultancy fees	(81)	(74)
Insurance, information technology and other services	(34)	(29)
Franchise and sales and marketing and reservation fees	(159)	(173)

Related companies exclude entities within the Group. Hong Leong Investment Holdings Pte. Ltd. is a controlling shareholder of these related companies.

Significant outstanding balances with related party

Details of the outstanding balances with related party are as follows:

	Group	
	2023	2022
	\$'000	\$'000
Bank balance held with a related party	9,500	7,045
Secretarial/consultancy fees	81	74

28. AUTHORISATION OF FINANCIAL STATEMENTS

The financial statements for the year ended 31 December 2023 were authorised for issue in accordance with a resolution of the directors on 18 March 2024.

ANALYSIS OF SHAREHOLDINGS

As at 18 March 2024

Class of Shares	:	Ordinary Shares ("Shares")
Number of Ordinary Shares in issue	:	96,334,254
Number of Ordinary Shareholders	:	4,216
Voting Rights	:	One vote for one Share

As at 18 March 2024, there were no Shares held as treasury shares or as subsidiary holdings in the Company. 'Subsidiary holdings' is defined in the Listing Manual issued by Singapore Exchange Securities Trading Limited (the "Listing Manual") to mean shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act 1967.

Range of Shareholdings	No. of Shareholders	%	No. of Shares Held	%
1 – 99	173	4.10	6,703	0.01
100 – 1,000	2,338	55.46	1,110,374	1.15
1,001 – 10,000	1,393	33.04	5,123,485	5.32
10,001 – 1,000,000	303	7.19	17,518,380	18.18
1,000,001 and above	9	0.21	72,575,312	75.34
	4,216	100.00	96,334,254	100.00

Based on information available to the Company as at 18 March 2024, approximately 39.05% of the total number of issued Shares of the Company is held by the public and therefore, Rule 723 of the Listing Manual is complied with.

Major Shareholders List – Top 20 as at 18 March 2024

No.	Name of Shareholder	No. of Shares Held	% *
1.	Grace Star Services Ltd.	47,107,707	48.90
2.	DBS Nominees (Private) Limited	13,044,675	13.54
3.	Morph Investments Ltd	2,519,100	2.61
4.	Amicorp Trustees (Singapore) Limited	2,418,917	2.51
5.	Raffles Nominees (Pte.) Limited	2,177,610	2.26
6.	Maybank Securities Pte. Ltd.	1,699,717	1.76
7.	Citibank Nominees Singapore Pte Ltd	1,373,766	1.43
8.	Ang Hao Yao (Hong Haoyao)	1,228,800	1.28
9.	Teoh Cheng Chuan	1,005,020	1.04
10.	Ramesh s/o Pritamdas Chandiramani	861,300	0.89
11.	ABN Amro Clearing Bank N.V.	811,100	0.84
12.	United Overseas Bank Nominees (Private) Limited	769,855	0.80
13.	Tan Kong Giap	547,500	0.57
14.	Liew Lee Ting	464,400	0.48
15.	Lim Sim Beng	423,400	0.44
16.	OCBC Securities Private Limited	348,910	0.36
17.	OCBC Nominees Singapore Private Limited	312,537	0.32
18.	Tay Yuan Xin	300,000	0.31
19.	William Thum Wai Kit	241,900	0.25
20.	Lim Bak	233,400	0.24
		77,889,614	80.83

* The percentage of Shares held is based on the total number of issued Shares of the Company as at 18 March 2024.

ANALYSIS OF SHAREHOLDINGS

As at 18 March 2024

Substantial Shareholders

(As shown in the Register of Substantial Shareholders as at 18 March 2024)

Name	Direct Interest No. of Shares	Deemed Interest No. of Shares	Total Interest No. of Shares	% *
Grace Star Services Ltd. ("Grace Star")	47,107,707	–	47,107,707	48.90
Constellation Star Holdings Limited	–	47,107,707 ⁽¹⁾	47,107,707	48.90
China Yuchai International Limited	–	47,107,707 ⁽¹⁾	47,107,707	48.90
HL Technology Systems Pte Ltd	–	47,107,707 ⁽¹⁾	47,107,707	48.90
Hong Leong (China) Limited	–	47,107,707 ⁽¹⁾	47,107,707	48.90
Well Summit Investments Limited	–	47,107,707 ⁽¹⁾	47,107,707	48.90
Hong Leong Asia Ltd.	–	47,107,707 ⁽¹⁾	47,107,707	48.90
Hong Leong Corporation Holdings Pte Ltd ("HLCH")	–	47,107,707 ⁽¹⁾	47,107,707	48.90
Hong Leong Enterprises Pte. Ltd. ("HLE")	–	47,107,707 ⁽²⁾	47,107,707	48.90
Hong Leong Investment Holdings Pte. Ltd. ("HLIH")	–	47,107,707 ⁽¹⁾	47,107,707	48.90
Davos Investment Holdings Private Limited ("DIH")	–	47,107,707 ⁽³⁾	47,107,707	48.90
Kwek Holdings Pte Ltd ("KH")	–	47,107,707 ⁽³⁾	47,107,707	48.90
DBS Bank Ltd. ("DBSB")	11,545,425	–	11,545,425	11.98
DBS Group Holdings Ltd ("DBSGH")	–	11,545,425 ⁽⁴⁾	11,545,425	11.98
Temasek Holdings (Private) Limited ("Temasek")	–	11,545,425 ⁽⁵⁾	11,545,425	11.98

* The percentage of Shares held is based on the total number of issued Shares of the Company as at 18 March 2024.

Notes:

- (1) Each of these companies is deemed under Section 4 of the Securities and Futures Act 2001 ("SFA") to have an interest in the 47,107,707 Shares held directly by Grace Star.
- (2) HLE is deemed under Section 4 of the SFA to have an interest in the 47,107,707 Shares held indirectly by HLCH in which it is entitled to exercise or control the exercise of not less than 20% of the votes attached to the voting shares thereof.
- (3) DIH and KH are deemed under Section 4 of the SFA to have interests in the 47,107,707 Shares held indirectly by HLIH in which each of them is entitled to exercise or control the exercise of not less than 20% of the votes attached to the voting shares thereof.
- (4) DBSGH is deemed under Section 4 of the SFA to have an interest in the 11,545,425 Shares held directly by DBSB.
- (5) Temasek is deemed under Section 4 of the SFA to have an interest in the 11,545,425 Shares in which DBSGH has a deemed interest.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixty-First Annual General Meeting (the “Meeting”) of HL GLOBAL ENTERPRISES LIMITED (the “Company”) will be held at M Hotel Singapore, Anson I and II, Level 2, 81 Anson Road, Singapore 079908 on Friday, 26 April 2024 at 9.30 a.m. for the following purposes:

A. ORDINARY BUSINESS:

- | | | |
|----|---|------------------------|
| 1. | To receive the Directors’ Statement and Audited Financial Statements for the year ended 31 December (“FY”) 2023 and the Auditor’s Report thereon. | Resolution 1 |
| 2. | To approve Directors’ Fees of \$194,548 for FY 2023 (FY 2022: \$192,000). | Resolution 2 |
| 3. | To re-elect/elect the following Directors of the Company (“Directors”) who would be retiring in accordance with the Company’s Constitution and who, being eligible, offer themselves for re-election/election as Directors: | |
| | (a) Dato’ Gan Khai Choon | Resolution 3(a) |
| | (b) Mr Chew Heng Ching | Resolution 3(b) |
| | (c) Ms Goh Ying-Peng Cynthia (appointed on 1 July 2023) | Resolution 3(c) |
| | <i>Key information on the Directors who are proposed to be re-elected/elected can be found under the sections on ‘Board of Directors’ and ‘Additional Information on Directors Seeking Re-election/Election at the 61st Annual General Meeting’ of the Company’s Annual Report 2023.</i> | |
| 4. | To re-appoint Ernst & Young LLP as Auditor of the Company and to authorise the Directors to fix their remuneration. | Resolution 4 |

B. SPECIAL BUSINESS:

To consider and, if thought fit, to pass, with or without any modifications, the following resolutions, of which Resolutions 5 and 6 will be proposed as Ordinary Resolutions and Resolution 7 will be proposed as Special Resolution:

- | | | |
|----|---|---------------------|
| 5. | That authority be and is hereby given to the Directors to: | Resolution 5 |
| | (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, | |

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and

NOTICE OF **ANNUAL GENERAL MEETING**

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

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Ordinary Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution but excluding Shares which may be issued pursuant to any adjustments effected under any relevant Instrument), does not exceed 50% of the total number of issued Shares, excluding treasury shares and subsidiary holdings, of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution but excluding Shares which may be issued pursuant to any adjustments effected under any relevant Instrument) does not exceed 20% of the total number of issued Shares, excluding treasury shares and subsidiary holdings, of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited (“SGX-ST”)) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares, excluding treasury shares and subsidiary holdings, of the Company at the time this Ordinary Resolution is passed, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Ordinary Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of Shares;

and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of SGX-ST;

- (3) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of Section 161 of the Companies Act 1967 of Singapore (the “Companies Act”), the Listing Manual of SGX-ST for the time being in force (unless such compliance has been waived by SGX-ST) and the Constitution for the time being of the Company; and

NOTICE OF ANNUAL GENERAL MEETING

- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Ordinary Resolution shall continue in force until the conclusion of the next annual general meeting (“AGM”) of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

6. That approval be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the HL Global Enterprises Share Option Scheme 2006 (the “SOS”) and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options granted under the SOS, provided that the aggregate number of Shares to be issued pursuant to the SOS shall not exceed 15% of the total number of issued Shares, excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of SGX-ST), of the Company from time to time, and provided further that the aggregate number of Shares to be issued to certain categories of participants of the SOS collectively and individually during the entire operation of the SOS (subject to adjustments, if any, made under the SOS) shall not exceed such limits or (as the case may be) sub-limits as may be prescribed in the SOS.

Resolution 6

7. That:

Resolution 7

- (a) the regulations contained in the New Constitution as set out in the appendix to the notice of annual general meeting dated 2 April 2024 (“Appendix”) issued by the Company to its shareholders and submitted to this Meeting, be approved and adopted as the constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- (b) the Directors and/or each of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or each of them may consider expedient or necessary to give effect to this Resolution.

BY ORDER OF THE BOARD

Nor Aishah Binte Nasit
Foo Yang Hym
Company Secretaries

Singapore
2 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

Ordinary Business

1. With reference to Resolution 2, the Directors' Fees of \$194,548 for FY 2023 will be payable upon approval of the shareholders at the Meeting. The structure of fees payable to Directors for FY 2023 can be found under the section on the 'Corporate Governance Report' in the Company's Annual Report 2023.
2. With reference to Resolution 3(a), Dato' Gan Khai Choon will, upon re-election as a Director of the Company, remain as the Chairman of the Board and Executive Committee.
3. With reference to Resolution 3(b), Mr Chew Heng Ching will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee ("NC") and SOS Committee ("SOSC"), and a member of the Audit and Risk Committee ("ARC") and Remuneration Committee ("RC"). Mr Chew is considered independent for the purposes of Rule 704(8) of the Listing Manual of SGX-ST.
4. With reference to Resolution 3(c), Ms Goh Ying-Peng Cynthia will, upon election as a Director of the Company, remain as a member of the ARC, NC, RC and SOSC. Ms Goh is considered independent for the purposes of Rule 704(8) of the Listing Manual of SGX-ST.

Special Business

5. Resolution 5, if passed, will empower the Directors of the Company from the date of the Meeting until the next AGM (unless such authority is revoked or varied at a general meeting) to issue Shares and/or make or grant Instruments that might require Shares to be issued up to a number not exceeding 50% of the total number of issued Shares, excluding treasury shares and subsidiary holdings, of the Company, of which up to 20% may be issued other than on a *pro rata* basis to shareholders. The aggregate number of Shares which may be issued under this ordinary resolution will be calculated based on the total number of issued Shares, excluding treasury shares and subsidiary holdings, of the Company at the time that this ordinary resolution is passed, after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this ordinary resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.
6. Resolution 6, if passed, will empower the Directors to offer and grant options in accordance with the SOS and to issue from time to time such number of Shares of the Company pursuant to the exercise of such options under the SOS subject to such limits or sub-limits as prescribed in the SOS. (see note below on voting restrictions)

Voting restrictions pursuant to Rules 859 and 860 of the Listing Manual of SGX-ST:

Please note a shareholder who is eligible to participate in the SOS (including a director and/or employee of the Company and its subsidiaries and its designated parent company, Hong Leong Investment Holdings Pte. Ltd. and its subsidiaries), should abstain from voting at the Meeting in respect of the Resolution 6 in relation to the SOS, and accordingly should not accept nominations as proxies or otherwise for voting at the Meeting, in respect of the aforesaid resolution, unless specific instructions have been given in the proxy form on how the vote is to be cast for the aforesaid resolution.

7. Resolution 7, if passed, will allow for the adoption of the New Constitution in substitution for, and replacement of, the Existing Constitution. The New Constitution contains regulations that take into account wide-ranging changes to the Companies Act introduced by the Companies (Amendment) Act 2014, the Companies (Amendment) Act 2017 as well as the Companies, Business Trusts and Other Bodies (Miscellaneous Amendments) Act 2023 which took effect on 1 July 2023. The New Constitution also takes into account, *inter alia*, relevant legislative amendments and updates to the listing rules of the SGX-ST, which were introduced since the Existing Constitution was adopted. Please refer to the Appendix for more details.

NOTICE OF ANNUAL GENERAL MEETING

Meeting Notes:

Format of Meeting

1. The Meeting will be held in a wholly physical format and **there will be no option for shareholders to participate virtually**. Shareholders, including CPF and SRS investors who hold the Company's Shares through CPF Agent Banks or SRS Operators, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote by attending the Meeting.

Attendees are required to bring along their NRIC/passport so as to enable the Company to verify their identities.

2. All resolutions at the Meeting shall be voted on by way of a poll. With poll voting, members present in person or represented by proxy at the Meeting will be entitled to vote on a 'one-Share, one-vote' basis. The detailed procedures for the poll voting will be explained at the Meeting.

Access to Documents

3. This Notice, the accompanying proxy form and other AGM related documents will also be published on the Company's corporate website at the URL <http://www.hlge.com.sg/index.php/61st-annual-general-meeting> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Submission of Questions

4. Shareholders, including CPF and SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the Meeting, in advance of the Meeting, in the following manner:

(a) via email to hlglobal@hlge.com.sg; or

(b) by post to the Company, HL Global Enterprises Limited at 10 Anson Road, #19-08 International Plaza, Singapore 079903.

When submitting questions, shareholders should provide the following details: (a) full name as it appears in the CDP/CPF/SRS records; (b) address; (c) number of Shares held in the Company; and (d) the manner in which the Shares are held in the Company (e.g., via CDP, CPF and/or SRS), for verification purposes. All questions submitted in advance must be received by 5.00 p.m. on 15 April 2024.

5. The Company will address substantial and relevant questions (which are related to the Company's Annual Report 2023 and other agenda items set out in this Notice) received from shareholders by 5.00 p.m. on 15 April 2024 by publishing its responses to such questions on the Company's corporate website at the URL <http://www.hlge.com.sg/index.php/61st-annual-general-meeting> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements> at least 48 hours prior to the closing date and time for the lodgement/receipt of instruments appointing a proxy(ies).

Appointment of Proxy(ies)

6. (i) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the 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.
(ii) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the 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 one proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

7. A proxy need not be a member of the Company.

NOTICE OF ANNUAL GENERAL MEETING

8. Completion and return of the form of proxy shall not preclude a member from attending, speaking and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the form of proxy to the Meeting.
9. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to the voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
10. The form appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (i) if submitted by post, be lodged with the Company, HL Global Enterprises Limited at 10 Anson Road, #19-08 International Plaza, Singapore 079903; or
 - (ii) if submitted electronically, *via* email to the Company at hlglobal@hlge.com.sg,in either case, by 9.30 a.m. on 24 April 2024, being not less than 48 hours before the time for holding the Meeting.
11. A member who wishes to submit an instrument of proxy by post or *via* email can either use the printed copy of the proxy form, which is sent to him/her/it by post, or download a copy of the proxy form from the Company's corporate website or the SGX-ST website, and complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

CPF/SRS Investors

12. CPF or SRS investors who hold Shares in the Company through CPF Agent Banks/SRS Operators:
 - (a) may attend and vote at the Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Meeting, in which case they should approach their CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 16 April 2024.

Personal data privacy:

By submitting a form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, or submitting any question prior to the Meeting in accordance with this Notice, a member of the Company:

- (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of processing, administration and analysis by the Company (or its agents or service providers) of the proxy(ies) and/or representative(s) appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof) and in order for the Company (or its agents or service providers) to comply with any applicable laws, the listing rules, take-over rules, regulations and/or guidelines by the relevant authorities (collectively, the "Purposes"); and
- (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), agrees to provide the Company with written evidence of such prior consent of such proxy(ies) or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION/ELECTION AT THE 61ST ANNUAL GENERAL MEETING

Name of Director	Dato' Gan Khai Choon	Chew Heng Ching	Goh Ying-Peng Cynthia
Age	77	72	50
Date of appointment	21 September 2007	1 November 2021	1 July 2023
Job Title	Non-Executive and Non-Independent Director Chairman of the Board of Directors (the "Board") and Executive Committee ("Exco")	Non-Executive and Independent Director Chairman of the Nominating Committee ("NC") and HL Global Enterprises Share Option Scheme 2006 Committee ("SOSC"), and a member of the Audit and Risk Committee ("ARC") and Remuneration Committee ("RC")	Non-Executive and Independent Director Member of the ARC, NC, RC and SOSC
Date of last re-election/election as Director (if applicable)	28 April 2022	28 April 2022	Not applicable
Country of principal residence	Hong Kong	Singapore	Singapore
Board's comments on the re-election/election (including rationale, selection criteria, and the search and nomination process)	<p>The Board of HL Global Enterprises Limited ("HLGE" or the "Company") reviewed the recommendation of the NC on the re-election/election of Dato' Gan Khai Choon, Mr Chew Heng Ching and Ms Goh Ying-Peng Cynthia, and took into account, <i>inter alia</i>,:</p> <ul style="list-style-type: none"> the evaluation of Dato' Gan Khai Choon, Mr Chew Heng Ching and Ms Goh Ying-Peng Cynthia; their skill set, experience and contribution to the effectiveness of the Board (which includes their level of attendance and participation at Board and Board Committee meetings); their time commitments, especially for Directors who have multiple board representations and/or other principal commitments; and the independence of Mr Chew Heng Ching and Ms Goh Ying-Peng Cynthia. <p>The period of disqualification of 5 years after the conviction of Dato' Gan Khai Choon in 1982 mentioned in the response to question (h) of the Appendix 7.4.1 of the Listing Manual of Singapore Exchange Securities Trading Limited ("SGX-ST") below, had expired since 1987 (the "Past Disqualification"). The NC and the Board noted and concurred that the Past Disqualification would not affect the NC's and the Board's recommendation for the re-election of Dato' Gan Khai Choon as a Director of the Company.</p> <p>The Board recommends the re-election/election of Dato' Gan Khai Choon, Mr Chew Heng Ching and Ms Goh Ying-Peng Cynthia as Directors of the Company.</p> <p>For more details on the NC's evaluation process, please refer to Principle 4: Board Membership and Principle 5: Board Performance on pages 24 to 28 of the Annual Report.</p>		

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION/ELECTION AT THE 61ST ANNUAL GENERAL MEETING

Name of Director	Dato' Gan Khai Choon	Chew Heng Ching	Goh Ying-Peng Cynthia
Whether appointment is executive, and if so, the area of responsibility	No	No	No
Professional qualification, working experience and occupation(s) during the past 10 years	<p>Extensive experience in the banking, real estate investment and development sectors and has been involved in a number of international projects for the Hong Leong Group of companies, which include the management and development of the Grand Hyatt Taipei and the Beijing Riviera.</p> <p><u>April 1985 to Present</u> Managing Director of Hong Leong International (Hong Kong) Limited</p> <p><u>April 1987 to Present</u> Executive Director of Hong Leong Hotel Development Ltd</p> <p><u>November 1989 to September 2016</u> Executive Director of City e-Solutions Limited</p> <p>Holds a Bachelor of Arts Degree (Honours) in Economics from the University of Malaya.</p>	<p>Has more than 40 years of senior management experience in both the public and private sectors. Was Chairman/ Chief Executive Officer/ Managing Director of various public and private companies in the past. Currently sits on the board of public listed companies and chairs their various board committees.</p> <p><u>2010 to Present</u> A Director of various public listed companies in Singapore</p> <p>Graduated under a Colombo Plan Scholarship, in Industrial Engineering (First Class Honours) and Economics from the University of Newcastle, Australia. Also holds an Honorary Doctorate in Engineering from the same university. An Honorary Fellow of the Singapore Institute of Directors and a Senior Accredited Director in Singapore.</p>	<p>Has more than 20 years of experience in mergers and acquisitions, schemes of arrangement, reverse takeovers, divestments, corporate finance, capital markets and general corporate work. Also advises on securities laws and regulations, stock exchange procedure and compliance issues, and has been involved in both cross-border as well as local deals.</p> <p><u>January 2005 to Present</u> Partner of Rajah & Tann Singapore LLP</p> <p>Admitted as an Advocate and Solicitor of the Supreme Court in Singapore in 1997. Graduated with First Class Honours, holds a Bachelor of Laws (Honours) Degree from the London School of Economics and Political Science, University of London.</p>
Shareholding interest in the Company and its subsidiaries	Nil	Nil	Nil

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION/ELECTION AT THE 61ST ANNUAL GENERAL MEETING

Name of Director	Dato' Gan Khai Choon	Chew Heng Ching	Goh Ying-Peng Cynthia
Relationship (including immediate family relationship) with any existing director, existing executive officer, the Company and/or substantial shareholder of the Company or any of its principal subsidiaries	<p>1. Spouse of a cousin of Mr Kwek Leng Peck, the Executive Chairman of Hong Leong Asia Ltd. ("HLA").</p> <p>2. Non-executive Director of China Yuchai International Limited ("CYI"), and a Director of Grace Star Services Ltd. ("Grace Star") and Constellation Star Holdings Limited ("Constellation").</p> <p>Grace Star, Constellation, CYI and HLA are substantial shareholders of the Company.</p>	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil	Nil
Undertaking (in the format set out in Appendix 7.7 of the Listing Manual of Singapore Exchange Securities Trading Limited (the "SGX Listing Manual")) under Listing Rule 720(1) has been submitted to HL Global Enterprises Limited	Yes	Yes	Yes
Other Principal Commitments including directorships	Principal Commitments: Please see information under segment "Professional qualification, working experience and occupation(s) during the past 10 years".	Principal Commitments: Please see information under segment "Professional qualification, working experience and occupation(s) during the past 10 years".	Principal Commitments: Please see information under segment "Professional qualification, working experience and occupation(s) during the past 10 years".

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION/ELECTION AT THE 61ST ANNUAL GENERAL MEETING

Name of Director	Dato' Gan Khai Choon	Chew Heng Ching	Goh Ying-Peng Cynthia
<ul style="list-style-type: none"> Past (for the last 5 years): 	<u>Number of directorships in the following companies and their affiliates:</u> <ul style="list-style-type: none"> 1 subsidiary of City Developments Limited * Safety Godown Company Limited * 	<u>Number of directorships in the following companies and their affiliates:</u> <ul style="list-style-type: none"> Huan Hsin Holdings Ltd (Delisted and now known as Huan Hsin Holdings Pte. Ltd.) (Struck Off) Spindex Industries Limited * Sinopipe Holdings Limited (Delisted and Dissolved under Creditors' Voluntary Winding Up) Clean Earth Technologies Ltd <u>Principal Commitments:</u> <ul style="list-style-type: none"> RHT G.R.A.C.E. Institute 	<u>Number of directorships in the following companies and their affiliates:</u> <p>Nil</p>
<ul style="list-style-type: none"> Present: 	<u>Number of directorships in the following companies and their affiliates:</u> <ul style="list-style-type: none"> HLGE * CDLHT (BVI) One Ltd CYI and 4 of its subsidiaries 14 subsidiaries of City Developments Limited * 1 subsidiary of Hong Leong Corporation Holdings Pte Ltd 1 subsidiary of Hong Leong Asia Ltd. * 5 subsidiary and associated companies of Hong Leong Holdings Limited 33 subsidiary and associated companies of Hong Leong Investment Holdings Pte. Ltd. 25 subsidiary and associated companies of Millennium & Copthorne Hotels Limited 	<u>Number of directorships in the following companies and their affiliates:</u> <ul style="list-style-type: none"> HLGE * AusGroup Limited * (In Liquidation – Compulsory Winding Up (Insolvency)) Bonvests Holdings Limited * Crocodile Holdings Pte Ltd Pharmesis International Ltd. * RHT Worldbridge Holdings Pte. Ltd. 	<u>Number of directorships in the following companies and their affiliates:</u> <ul style="list-style-type: none"> HLGE * Musicians' Initiative Ltd.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION/ELECTION AT THE 61ST ANNUAL GENERAL MEETING

Name of Director	Dato' Gan Khai Choon	Chew Heng Ching	Goh Ying-Peng Cynthia
Responses to questions (a) to (k) under Appendix 7.4.1 of the SGX Listing Manual	<p>No change to responses since announcement of first appointment (previously announced on 21 September 2007), negative confirmation on the additional question (k).</p> <p>Responded "Yes" to the following questions under Appendix 7.4.1 of the SGX Listing Manual, which was announced via SGXNET on 21 September 2007. Details of such responses are set out below:</p> <p><i>"Question (g): Whether you have ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?"</i></p> <p><i>Dato' Gan Khai Choon was charged in Singapore in 1982, together with 4 others, being directors, for causing documents to be sent out offering for sale of shares in CCC (Holdings) Ltd., which documents being deemed to be prospectus did not comply with the requirements of the Singapore Companies Act. Pleaded guilty to the charge under the Singapore Companies Act and was fined S\$500."</i></p>	<p>No change to responses since announcement of first appointment (previously announced on 29 October 2021).</p> <p>Responded "Yes" to question (b) under Appendix 7.4.1 of the SGX Listing Manual, which was announced via SGXNET on 29 October 2021. Details of such responses are set out below:</p> <p><i>"Question (b): Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which you were a director or an equivalent person or a key executive, at the time when you were a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date you ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?"</i></p>	<p>Responses to questions (a) to (k) are negative (same as previously announced on 28 June 2023).</p>

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION/ELECTION AT THE 61ST ANNUAL GENERAL MEETING

Name of Director	Dato' Gan Khai Choon	Chew Heng Ching	Goh Ying-Peng Cynthia
Responses to questions (a) to (k) under Appendix 7.4.1 of the SGX Listing Manual (continued)	<p><i>"Question (h): Whether you have ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?"</i></p> <p><i>Arising from the conviction stated in the response to question (g) above, Dato' Gan resigned from all directorships in companies incorporated in Singapore as necessitated by the Singapore Companies Act. The period of disqualification was 5 years after conviction in 1982. In 1983, upon an application made to the High Court of Singapore, he was permitted to be concerned in and take part in the management of certain companies listed in the said application."</i></p>	<p><i>Mr Chew was an Independent Non-Executive Director ("ID") of the following companies:</i></p> <ol style="list-style-type: none"> <i>1. Sinopipe Holdings Limited (In Liquidation – Creditors' Voluntary Winding Up) ("Sinopipe")</i> <i>2. The Stratech Group Limited (In Liquidation – Compulsory Winding Up (Insolvency)) ("Stratech").</i> <p><i>Mr Chew stepped down as an ID of Sinopipe in September 2021. Pursuant to an announcement issued by Sinopipe dated 10 September 2021, Sinopipe had at its extraordinary general meeting held on 8 September 2021, resolved that it could not by reason of its liabilities continue business and accordingly, be wound up voluntarily. Sinopipe had since been delisted from the Official List of SGX-ST on 15 September 2021.</i></p> <p><i>Mr Chew ceased as an ID of Stratech with effect from 30 March 2018. Stratech issued an announcement on 20 September 2018 that Stratech and its subsidiary, Stratech Systems Limited, were being wound up pursuant to the Orders of the High Court of the Republic of Singapore dated 17 September 2018. Stratech had since been delisted from the Official List of SGX-ST on 23 October 2020."</i></p>	

* Listed company

Information as at 18 March 2024

HL GLOBAL ENTERPRISES LIMITED

Co. Reg. No. 196100131N
(Incorporated in the Republic of Singapore)

PROXY FORM

for 61st Annual General Meeting

IMPORTANT:

- The Meeting will be held in a wholly physical format and **there will be no option for shareholders to participate virtually**. The Notice of Meeting dated 2 April 2024, the accompanying proxy form and other AGM related documents will also be published on the Company's corporate website at the URL <http://www.hlge.com.sg/index.php/61st-annual-general-meeting> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).
- Relevant intermediaries (as defined in Section 181 of the Companies Act 1967) may appoint more than two proxies to attend, speak and vote at the Meeting.
- This Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF/SRS investors who hold shares through their CPF/SRS funds. CPF/SRS investors should contact their respective Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.

Personal Data Privacy

- By submitting an instrument appointing a proxy(ies), the member accepts and agrees to the personal data privacy terms set out in the Notice of Meeting.

I/We, (name) _____ with NRIC/Passport/Co. Reg. No.: _____

of (address) _____

being a member/members of HL GLOBAL ENTERPRISES LIMITED (the "Company"), hereby appoint:

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

and/or

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

as my/our proxy/proxies, to attend, speak and vote for me/us on my/our behalf at the Sixty-First Annual General Meeting of the Company (the "Meeting") to be held at M Hotel Singapore, Anson I and II, Level 2, 81 Anson Road, Singapore 079908 on Friday, 26 April 2024 at 9.30 a.m., and at any adjournment thereof in the following manner as specified below.

NOTE: Voting on all resolutions will be conducted by poll. If you wish to exercise 100% of your votes **For** or **Against** a resolution, please tick with "✓" in the corresponding box against that resolution. If you wish to split your votes, please indicate the number of votes **For** and/or **Against** that resolution. If you wish your proxy/proxies to abstain from voting on a resolution, please indicate with "✓" in the **Abstain** box provided in respect of that resolution. Alternatively, please insert the relevant number of shares in the **Abstain** box provided in respect of that resolution. In any other case, the proxy/proxies may vote or abstain as the proxy/proxies deem(s) fit on any of the below resolutions if no voting instruction is specified, and on any other matter arising at the Meeting and at any adjournment thereof.

No.	Resolutions	For	Against	Abstain
A.	ORDINARY BUSINESS:			
1.	Receipt of the Directors' Statement, Audited Financial Statements and the Auditor's Report thereon			
2.	Approval of Directors' Fees			
3.	Re-election/election of Directors:			
	(a) Dato' Gan Khai Choon			
	(b) Mr Chew Heng Ching			
	(c) Ms Goh Ying-Peng Cynthia			
4.	Re-appointment of Ernst & Young LLP as Auditor			
B.	SPECIAL BUSINESS:			
5.	Authority for Directors to issue shares and/or make or grant offers, agreements or options pursuant to Section 161 of the Companies Act 1967 and the Listing Manual of Singapore Exchange Securities Trading Limited			
6.	Authority for Directors to offer and grant options and to issue shares in accordance with the provisions of the HL Global Enterprises Share Option Scheme 2006			
7.	Adoption of the New Constitution			

Dated this _____ day of _____ 2024

Total No. of Shares Held

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

NOTES: SEE OVERLEAF

Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of shares. If you have shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
2.
 - (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the 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.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the 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 one proxy, the number of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

3. A proxy need not be a member of the Company.
4. CPF or SRS investors who hold shares in the Company through CPF Agent Banks/SRS Operators:
 - (a) may vote at the Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Meeting, in which case they should approach their CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 16 April 2024.
5. The form appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted by post, be deposited at the office of the Company, HL Global Enterprises Limited at 10 Anson Road, #19-08 International Plaza, Singapore 079903; or
 - (b) if submitted electronically, via email to the Company at hlglobal@hlge.com.sg,

in either case, by 9.30 a.m. on 24 April 2024, being not less than 48 hours before the time appointed for holding the Meeting.

The proxy must bring along his/her NRIC/passport as to enable the Company to verify his/her identity.

6. The form of proxy must be signed by the appointor or his/her attorney duly authorised in writing. Where the form of proxy is executed by a corporation, it must be executed either under its common seal or signed by a director or an officer or an attorney duly authorised.
7. Completion and submission of the instrument appointing a proxy(ies) by a member will not prevent the member from attending, speaking and voting at the Meeting if the member so wishes. The appointment of the proxy(ies) for the Meeting will be deemed to be revoked if the member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any proxy(ies) appointed under the relevant instrument appointing a proxy(ies) to the Meeting.
8. The Company shall be entitled to reject the form of proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the form of proxy (including any related attachment). In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject any form of proxy lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

Fold Here

**61st AGM
PROXY FORM**

Affix
Postage
Stamp

HL GLOBAL ENTERPRISES LIMITED
10 Anson Road
#19-08 International Plaza
Singapore 079903

Fold Here

HL GLOBAL ENTERPRISES LIMITED

Company Registration No. 196100131N

10 Anson Road
#19-08 International Plaza
Singapore 079903

HL GLOBAL ENTERPRISES LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 196100131N)

**APPENDIX TO THE NOTICE OF ANNUAL GENERAL MEETING
DATED 2 APRIL 2024**

IN RELATION TO

THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

DEFINITIONS

In this Appendix, the following definitions shall apply throughout unless the context otherwise requires:

Companies, Organisations and Agencies

“Company”	:	HL Global Enterprises Limited
“CPF”	:	Central Provident Fund
“Group”	:	The Company and its subsidiaries
“SGX-ST”	:	Singapore Exchange Securities Trading Limited

General

“2014 Amendment Act”	:	The Companies (Amendment) Act 2014 of Singapore which was passed in Parliament on 8 October 2014 and took effect in two phases on 1 July 2015 and 3 January 2016, respectively
“2017 Amendment Act”	:	The Companies (Amendment) Act 2017 of Singapore which was passed in Parliament on 10 March 2017 and took effect in phases on 31 March 2017, 23 May 2017, 11 October 2017 and 31 August 2018
“2024 AGM”	:	The AGM to be held on 26 April 2024
“AGM”	:	Annual general meeting of the Company
“Amendment Acts”	:	Collectively, the 2014 Amendment Act and the 2017 Amendment Act
“Appendix”	:	This appendix to the Notice of AGM convening the 2024 AGM
“Auditor”	:	The auditor for the time being of the Company
“Board”	:	The board of Directors as at the Latest Practicable Date
“Companies Act”	:	The Companies Act 1967 of Singapore, as amended or modified from time to time
“Companies Regulations”	:	The Companies Regulations of Singapore, as amended or modified from time to time
“CPF Investor”	:	An investor who holds Shares under the CPF Investment Scheme
“Directors”	:	The directors of the Company as at the Latest Practicable Date
“Existing Constitution”	:	Has the meaning ascribed to it in Section 2.2(a) of this Appendix
“IRDA”	:	The Insolvency, Restructuring and Dissolution Act 2018 of Singapore, as amended or modified from time to time
“Latest Practicable Date”	:	18 March 2024, being the latest practicable date prior to the printing of this Appendix

DEFINITIONS

“Listing Manual”	:	The listing manual of the SGX-ST, as amended or modified from time to time
“Notice of AGM”	:	The notice of the 2024 AGM dated 2 April 2024
“Managing Director”	:	Means a managing director of the Company (or any other equivalent appointment, howsoever described).
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“New Constitution”	:	Has the meaning ascribed to it in Section 2.2(b) of this Appendix
“PDPA”	:	Personal Data Protection Act 2012
“Register of Members”	:	The Register of Members of the Company
“Registrar”	:	The Registrar of Companies appointed under the Act and includes any Deputy or Assistant Registrar of Companies
“Securities Account”	:	A securities account maintained by a Depositor with the Depository, but does not include a securities sub-account maintained with a Depository Agent
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended or modified from time to time
“Shareholders” or “Members”	:	Persons who are registered as holders of Shares in the Register of Members of the Company, except that where the registered holder is the Depository, the term “Shareholders” or “Members” shall, in relation to such Shares, mean the persons named as Depositors in the Depository Register and whose Securities Accounts are credited with Shares
“Shares”	:	Ordinary shares in the capital of the Company
“%” or “per cent”	:	Percentage or per centum

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

The term “subsidiary” shall have the meaning ascribed to it in Section 5 of the Companies Act.

The term “subsidiary holdings” shall have the meaning ascribed to it in the Listing Manual.

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

Any reference in this Appendix to any statute or enactment is a reference to that statute or enactment for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA, the Listing Manual, or any modification thereof and used in this Appendix shall have the meaning assigned to it under the Companies Act, the SFA, the Listing Manual, or any modification thereof, as the case may be, unless otherwise provided.

DEFINITIONS

Any reference to a time of day and date in this Appendix is a reference to Singapore time and date, respectively, unless otherwise stated. Any reference to currency set out in this Appendix is a reference to Singapore dollars unless otherwise stated.

Rajah & Tann Singapore LLP has been appointed as the Singapore legal adviser to the Company in relation to the proposed adoption of the New Constitution.

APPENDIX TO NOTICE OF ANNUAL GENERAL MEETING

HL GLOBAL ENTERPRISES LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 196100131N)

Board of Directors

Dato' Gan Khai Choon	<i>(Non-Executive Chairman)</i>
Mr Goh Kian Chee	<i>(Lead Independent Director)</i>
Mr Hoh Weng Ming	<i>(Non-Executive Director)</i>
Mr Chew Heng Ching	<i>(Independent Non-Executive Director)</i>
Ms Goh Ying-Peng Cynthia	<i>(Independent Non-Executive Director)</i>

Registered Office

10 Anson Road #19-08
International Plaza
Singapore 079903

2 April 2024

To: **The Shareholders of HL Global Enterprises Limited**

Dear Shareholders,

1 INTRODUCTION

- 1.1** We refer to Special Resolution 7 relating to the proposed adoption of the New Constitution set out in the Notice of AGM.
- 1.2** The purpose of this Appendix is to provide Shareholders with information relating to the above-mentioned proposals to be tabled at the 2024 AGM, and to seek Shareholders' approval at the 2024 AGM for the same.
- 1.3** The SGX-ST assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Appendix.

2 THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

2.1 Amendment Acts and the Companies, Business Trusts And Other Bodies (Miscellaneous Amendments) Act 2023

The Amendment Acts, which were passed in Parliament on 8 October 2014 and 10 March 2017 respectively, introduced wide-ranging amendments to the Companies Act previously in force. The changes to the Companies Act pursuant to the Amendment Acts aim to reduce the regulatory burden on companies, provide for greater business flexibility and improve the corporate governance landscape for companies in Singapore. The key changes under the 2014 Amendment Act included the introduction of a multiple proxies regime to enfranchise indirect investors and CPF investors, as well as provisions to facilitate the electronic transmission of notices and documents. In addition, what had been previously the memorandum and articles of association of a company have now been merged into a single constitutive document called the "constitution".

The key changes under the 2017 Amendment Act introduced further changes to the Companies Act to reduce regulatory burden on companies, including new requirements for the alignment of timelines for holding AGMs and filing of annual returns with the financial year-end for both listed and non-listed companies, and the removal of the requirement for a common seal.

The Company has also taken this opportunity to update certain provisions in the Company's constitution to take into account certain changes to the Companies Act which took effect on 1 July 2023, pursuant to the Companies, Business Trusts and Other Bodies (Miscellaneous Amendments) Act 2023.

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2.2 New Constitution

- (a) Pursuant to the new Section 4(13) of the Companies Act (as amended by the 2014 Amendment Act), the memorandum and articles of association of the Company that were in force immediately before 3 January 2016 are collectively deemed to constitute, and have effect as, the constitution of the Company with effect from 3 January 2016 (the “**Existing Constitution**”).
- (b) Instead of making alterations throughout the Existing Constitution in order to update and streamline its provisions generally and to be in line with the changes to the regulatory framework, the Company is proposing to adopt a new constitution (the “**New Constitution**”) in place of the Existing Constitution, and incorporate amendments to take into account the changes to the Companies Act introduced pursuant to the Amendment Acts as well as the Companies, Business Trusts and Other Bodies (Miscellaneous Amendments) Act 2023. 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 the opportunity to include provisions in the New Constitution to address the personal data protection regime in Singapore, and also to streamline and rationalise the language used and certain other provisions.

2.3 Shareholders’ Approval

The proposed adoption of the New Constitution is subject to Shareholders’ approval at the 2024 AGM. If so approved, the New Constitution will take effect from the date of the 2024 AGM. Shareholders are advised to read the New Constitution in its entirety as set out in Annex 2 to this Appendix before deciding on the Special Resolution relating to the proposed adoption of the New Constitution.

2.4 Summary of Principal Provisions

The following is a summary of the principal provisions of the proposed New Constitution which are considered significantly different from the equivalent provisions in the Existing Constitution, or which have been included in the proposed New Constitution as new provisions, and should be read in conjunction with the proposed New Constitution which is set out in its entirety in Annex 2 to this Appendix. In the paragraphs below, the expression “Regulation” refers to the provisions under the New Constitution, and the expression “Article” is used for the relevant cross-references to the equivalent provisions under the Existing Constitution.

(a) *Companies Act*

The following Regulations are proposed to be revised or inserted as new provisions such that these provisions would be consistent with the Companies Act, as amended pursuant to the Amendment Acts. In line with Section 35 of the Companies Act, all references to “Article” or “Articles” in the Existing Constitution have been amended to “Regulation” or “Regulations” in the New Constitution:

- (i) Regulation 1 (Article 2 of the Existing Constitution). Regulation 1, which is the interpretation section of the New Constitution, includes the following new and/or updated provisions:
 - (A) a new definition of “Constitution” to mean the constitution of the Company as may be amended from time to time. This aligns the terminology used in the New Constitution with the Companies Act, as amended by the 2014 Amendment Act. In particular, the new Section 4(13) of the Companies Act collectively deems the memorandum and articles of association of a company prior to 3 January 2016 (being the date on which Section 4(13) of the Companies Act came into effect) to be the Company’s constitution;

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- (B) an updated definition of “in writing” to provide that this expression, where used in the New Constitution, includes any representation or reproduction of words, symbols or other information which may be displayed in a visible form, whether physical or electronic or otherwise. This seeks to facilitate, for example, a proxy instrument being in either physical or electronic form;
 - (C) new definitions of “registered address” and “address” to make it clear that these expressions mean, in relation to any Member, his physical address for the service or delivery of notices or documents personally or by post, except where otherwise expressly specified;
 - (D) a new provision stating that the expressions “Depositor”, “Depository”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in 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 Acts; and
 - (E) a new provision stating that the expressions “current address”, “electronic communications” 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 Acts.
- (ii) New Regulation 7(2). Regulation 7(2) is a new provision which provides that new shares may be issued for no consideration. This provision is in line with the 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.
- (iii) Regulations 21, 152, 153 and 154 (Articles 24, 148, 149 and 150 of the Existing Constitution). The requirement to disclose the amount paid on the shares in the share certificate relating to those shares has been removed in Regulation 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 Acts.

Regulation 21 has also been revised to provide for an alternative means for executing share certificates. Pursuant to the new Section 41A of the Companies Act (as introduced by the 2017 Amendment Act), it is no longer mandatory for a Singapore company to have a common seal. Consequently, the specific requirements relating to the contents of share certificates and for share certificates to be issued under the common seal of the Company, have been removed and replaced with a general provision that every share certificate shall be issued in accordance with the requirements of the Companies Act and be under the common seal or signed in the manner set out in the Companies Act. Although Section 123(2) of the Companies Act stipulates that a share certificate is to be issued under the common seal of the Company, pursuant to new Section 41C of the Companies Act (as introduced by the 2017 Amendment Act), the affixation of the common seal to a share certificate may be dispensed with provided that the share certificate is signed:

- (A) on behalf of the Company by a Director and a Secretary of the Company;
- (B) on behalf of the Company by at least two Directors; or
- (C) on behalf of the Company by a Director in the presence of a witness who attests the signature.

APPENDIX TO NOTICE OF ANNUAL GENERAL MEETING

Consequential editorial changes have been made to Regulations 152, 153 and 154 (previously Articles 148, 149 and 150) to make it clear that these provisions are applicable where the Company has a common seal.

- (iv) Regulation 71 (Article 13 of the Existing Constitution). Regulation 71, which relates to the Company's power to alter its share capital, has new provisions which empower the Company:
- (A) by ordinary resolution, to convert its share capital or any class of shares from one currency to another currency. This is in line with the new Section 73 of the Companies Act, which sets out the procedure for such re-denominations; and
 - (B) by special resolution, subject to the provisions of the Statutes (and to the extent permitted under the Listing Manual), to convert one class of shares into another class of shares. This is in line with the new Section 74A of the Companies Act, which sets out the procedure for such conversions.

For the avoidance of doubt, the provisions in the New Constitution and the Listing Manual do not permit the Company to have a dual-class share structure under which shares in another class carry multiple votes, as such structure is currently only permitted for new listing applicants.

- (v) Regulation 73 (Articles 70 and 71 of the Existing Constitution). Regulation 73 relates to the timeline for holding annual general meetings. Regulation 73 is proposed to be revised to (A) remove the specific requirement that, save as otherwise permitted under the Companies Act, an annual general meeting is to be held once in every year, but so that not more 15 months shall be allowed to elapse between any two annual general meetings, and (B) insert a general provision that an annual general meeting shall be held in accordance with the provisions of the Companies Act. The proposed revision to Regulation 73 is in line with Section 175 of the Companies Act, as amended pursuant to the 2017 Amendment Act, and will also accommodate any amendments which may be made to the Companies Act from time to time with regard to the timeline for the holding of annual general meetings.

It is to be noted that, as the Company has a primary listing on the SGX-ST, in determining the time and place of a general meeting pursuant to Regulation 73, the Directors are required to comply with Rule 707(1) of the Listing Manual which stipulates that an issuer must hold its annual general meeting within four (4) months from the end of its financial year, and Rule 730A(1) of the Listing Manual, which requires the Company to hold all its general meetings in Singapore, unless prohibited by the relevant laws and regulations of Singapore.

- (vi) Regulation 78 (Article 76 of the Existing Constitution). Regulation 78, which relates to the routine business that is transacted at an AGM, includes updates which:
- (A) substitute the reference to "accounts" with "financial statements", and the reference to "reports of the Directors and Auditors" with "Directors' statement" and "Auditor's report", for consistency with the updated terminology in the Companies Act; and
 - (B) clarify the types of Directors' remuneration which will be subject to approval by Shareholders as routine business.

APPENDIX TO NOTICE OF ANNUAL GENERAL MEETING

- (vii) Regulation 84(2) (Article 82 of the Existing Constitution). Regulation 84(2), which relates to the method of voting at a general meeting where mandatory polling is not required, contains reduced thresholds for the eligibility to demand a poll of 5% (previously one-tenth) of the total voting rights of the members having the right to vote at the meeting, and 5% (previously 10%) 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 Acts. Notwithstanding the above, Shareholders should note that voting by poll is mandatory pursuant to Rule 730A(2) of the Listing Manual.
- (viii) Regulations 90(2), 90(3), 94 and 96(1) (Articles 89, 94 and 96 of the Existing Constitution). Regulations 90(2), 90(3), 94 and 96(1), which relate to the voting rights of Shareholders and the appointment and deposit of proxies, contain new provisions which cater to the multiple proxies regime introduced by the Amendment Acts. 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:
- (A) Regulation 90(2) 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 has the right to vote on a show of hands. This is in line with the new Section 181(1D) of the Companies Act;
- (B) Regulation 94(1) provides that subject to the provisions of the Companies Act, a Shareholder who is a “relevant intermediary” may appoint more than two (2) 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 (2) 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 the new Section 181(1C) of the Companies Act;
- (C) In connection with the above, the relevant time periods for the appointment of proxies before a general meeting have been amended as well.
- Regulation 94(2) 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 seventy-two (72) (previously forty-eight (48)) hours before the time of the relevant general meeting. Consequential changes have also been made in Regulation 90(3) to provide 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 seventy-two (72) hours before the time of the relevant general meeting. This is in line with the new Section 81SJ(4) of the SFA; and
- (D) Regulation 96(1) has been amended to increase the cut-off time for the deposit of instruments appointing proxies from 48 to 72 hours before the time appointed for holding the general meeting. This is in line with Section 178(1)(c) of the Companies Act, as amended pursuant to the 2014 Amendment Act.
- (ix) Regulation 106(2) (Article 104(2) of the Existing Constitution). Regulation 106(2), which relates to the disclosure requirements imposed on Directors in respect of their interest(s) in transactions or proposed transactions or of any office or property held by him which might create duties or interests in conflict with his duties or interests as a Director or such officer (as the case may be), has been amended to extend such disclosure requirements to any relevant officer of the Company to whom Section 156 of the Companies Act applies. This is in line with the new Section 156 of the Companies Act, as amended pursuant to the 2014 Amendment Act.

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- (x) Regulation 115 (Article 118 of the Existing Constitution). Regulation 115, which relates to the Directors' power to fill casual vacancies and to appoint additional Directors, provides that the Company may also do so by ordinary resolution. This is in line with the new Section 149B of the Companies Act, which provides that unless the constitution otherwise provides, a company may appoint a director by ordinary resolution passed at a general meeting.
- (xi) Regulation 120 (Article 127 of the Existing Constitution). Regulation 120, which relates to the general powers of the Directors to manage the Company's business, has been amended to clarify 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 2014 Amendment Act.
- (xii) Regulation 147 (Article 146 of the Existing Constitution). Regulation 147, which relates to the keeping of minutes and company records, has been amended to provide that the Company's records may be kept either in hard copy or electronic form. This is in line with the new Section 395 of the Companies Act. Where the Company's records are kept otherwise than in hard copy, the Directors must take reasonable precautions to ensure the proper maintenance and authenticity of such records. This is in line with the new Section 396 of the Companies Act.
- (xiii) Regulation 152 (Article 148 of the Existing Constitution). Regulation 152, which relates to the use of the common seal of the Company, has been updated in the New Constitution to take into account the new Sections 41B and 41C of the Companies Act which remove the formal execution requirement and affixation of a common seal onto a document to be executed as a deed by the Company. This is related to the elimination of the requirement of companies to have a common seal under Section 41A of the Companies Act. Section 41B provides that a company may execute a document described or expressed as a deed without affixing a common seal but may do so by way of a signature (a) on behalf of the company by a director of the company and a secretary of the company; (b) on behalf of the company by at least two directors of the company; or (c) on behalf of the company by a director of the company in the presence of a witness who attests the signature, and a document executed in accordance with this manner would have the same effect as a document executed under the common seal of the company. Section 41C extends the effect of Section 41B by providing, *inter alia*, that where any written law or rule of law requires a document to be executed under the common seal of a company, that requirement of execution by way of common seal is satisfied if the document is signed in the manner as set out in Section 41B.
- (xiv) Regulation 176 (Articles 172 and 173 of the Existing Constitution). Regulation 176, which relates to the sending of the Company's financial statements and related documents to Shareholders, now 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 the new Section 203(2) of the Companies Act, as amended pursuant to the 2014 Amendment 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 Regulation 176.

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Where applicable, the references to the Company's "accounts", "profit and loss account(s)" and Directors' "reports" have also been updated/substituted with references, or additional references, to "financial statements" and Directors' "statements", as appropriate, for consistency with the updated terminology in the Companies Act. This is in line with the new Section 201 of the Companies Act, as amended pursuant to the Amendment Acts.

- (xv) Regulations 181 and 182 (Articles 178, 179, 183 and 185 of the Existing Constitution). Regulations 181 and 182, which relate to the service of notices and documents to Shareholders, facilitates the electronic transmission of notices and documents following the introduction of simplified procedures for the sending of notices and documents electronically pursuant to the new Section 387C of the Companies Act. Companies may, subject to certain statutory safeguards, make use of these simplified procedures where a member has given express, implied or deemed consent for the company to do so in accordance with the constitution of the company.

In this regard:

- (A) 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;
- (B) there is deemed consent if the constitution:
 - (I) provides for the use of electronic communications and specifies the manner in which electronic communications is to be used; and
 - (II) 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.

This is also provided for in Rule 1209(1)(a) of the Listing Manual; and

- (C) there is implied consent if the constitution:
 - (I) provides for the use of electronic communications and specifies the manner in which electronic communications is to be used; and
 - (II) provides 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.

This is also provided for in Rule 1209(2) of the Listing Manual.

Regulation 182(1) has therefore been amended to provide that notices and other documents may be sent to Members using electronic communications either to a Member's current address (which may be an email address), by making it available on a website prescribed by the Company or in such manner as such Member expressly consents to by giving notice in writing to the Company.

Notwithstanding the foregoing paragraphs above, the Company's introduction and use of electronic transmission of notice and/or documents are subject to the Listing Manual and any additional safeguards and/or restrictions as the SGX-ST may impose from time to time.

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Regulation 182(2) is a new regulation which provides that a Shareholder is implied to have given his consent, and agrees to receive such notice or document by way of electronic communications and does not have a right to elect to receive a physical copy of such notice or document, unless otherwise provided under the Companies Act, the Listing Manual or applicable laws.

Regulation 182(3) further states that notwithstanding the aforesaid, the Directors may, at their discretion, decide to give Shareholders an opportunity to elect to opt out of receiving such notice or document by way of electronic communications, and a Shareholder is deemed to have consented to receive such notice or document by way of electronic communications, if he was given such an opportunity but failed to make an election within the specified time, unless otherwise provided under the Companies Act, the Listing Manual or applicable laws.

Regulation 182(5) provides for when service is deemed to have been 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 shall be treated as sent to a person 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.

Regulation 182(6) is inserted to provide for certain safeguards in relation to the use of the deemed consent and implied consent regimes. Where a notice or document is made available on a website, the Company shall give separate notice to the Member of the following:

- I. the publication of the document on the website;
- II. if the document is not available on the website on the date of notification, the date on which it will be available;
- III. the address of the website;
- IV. the place on the website where the document may be accessed; and
- V. how to access the document.

This is in line with regulation 89C of the Companies Regulations made pursuant to Section 411 of the Companies Act.

Under Section 387C(4) of the Companies Act, regulations may be made to exclude any notice or document or any class of notices or documents from the application of Section 387C of the Companies Act, provide for safeguards for the use of electronic communication under Section 387C of the Companies Act, and provide that a shareholder who is deemed to have consented to receive notices or documents by way of electronic communication may make a fresh election to receive such notice or document as a physical copy and the manner in which the fresh election may be made. Under 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 of the Companies Act.

On 22 March 2017, the SGX-ST announced that listed companies can electronically transmit documents to members, and the Listing Manual amended in connection therewith took effect on 31 March 2017, subject to additional safeguards prescribed under the Listing Manual. The Company will comply with the requirements of the Companies Act and the Listing Manual, in particular Rules 1209 to 1212 of the Listing Manual, if and when it decides to transmit notices and documents electronically to its Members.

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Rule 1211 of the Listing Manual provides that when an issuer uses electronic communications to send a document to a shareholder, the issuer shall inform the shareholder as soon as practicable of how to request for a physical copy of that document from the issuer and the issuer shall provide a physical copy of that document upon such request. Therefore, Regulation 182(4) has been inserted in the New Constitution to provide that the Company shall send to Members physical copies of such notices or documents as may be specified by law or the listing rules of the SGX-ST.

Rule 1210 of the Listing Manual provides that an issuer shall send the following documents to its shareholders by way of physical copies: (i) forms of acceptance letters that shareholders may be required to complete; (ii) notices of meetings, excluding circulars or letters referred to in that notice; (iii) notices and documents relating to takeover offers and rights issues; and (iv) notices under Rules 1211 and 1212 of the Listing Manual. This is provided for in the new Regulation 182(4) of the New Constitution that notwithstanding Regulations 182(2) and 182(3), the Company shall send physical copies of any notices or documents where the Companies Act or the Listing Manual provides that such notices or documents must be by way of physical copies.

- (xvi) Regulation 191 (Article 190 of the Existing Constitution). Regulation 191, 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 the 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 the director in defending court proceedings or regulatory investigations.

(b) *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 regulations 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:

- (i) New Regulation 84(1). Regulation 84(1), which relates to the method of voting at general meetings, has new provisions to make it clear that, if required by the listing rules of the SGX-ST, all resolutions at general meetings shall be voted by poll (unless such requirement is waived by the SGX-ST). These changes are in line with Rule 730A(2) of the Listing Manual which requires all resolutions at general meetings to be voted by poll.
- (ii) Regulation 86 (Articles 84 and 85 of Existing Constitution). Regulation 86, which relates to conduct of the poll and incidental matters, makes it clear that scrutineers will be appointed, if so required by the listing rules of the SGX-ST. This is in line with Rule 730A(3) of the Listing Manual which took effect on 1 August 2015.
- (iii) Regulation 94 (Article 94 of the Existing Constitution). Regulation 94, which sets out provisions relating to proxies including rights relating to their appointment, has been amended to provide that:
- (A) a Member who has deposited an instrument appointing a proxy/proxies to vote on his behalf at a general meeting shall not be precluded from attending and voting at that general meeting; and

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- (B) any such appointment of all the proxies concerned shall be deemed to be revoked upon attendance of the Member appointing the proxy/proxies at the relevant general meeting.

These amendments are in line with paragraph 3.3 of Practice Note 7.5 of the Listing Manual, which provides that if a shareholder submits a proxy form and subsequently attends the meeting in person and votes, the appointment of the proxy should be revoked.

- (iv) Regulations 109 and 113 (Articles 112 and 115 of the Existing Constitution). Regulation 109, 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 Regulation 113, 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, which provides that where a director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds, he must immediately resign from the board.

(c) *PDPA*

In general, under the Personal Data Protection Act 2012, an organisation can only collect, use or disclose personal data of an individual with the individual's consent, and for a reasonable purpose which the organisation has been made known to the individual. The new Regulation 193 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.

(d) *General*

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

- (i) Removal of Articles 8A, 8B and 8C of the Existing Constitution. These Articles set out the terms of the Series A Preference Shares, Series B Preference Shares and Non-Redeemable Convertible Cumulative Preference Shares previously issued, which have been converted in full to ordinary shares in the capital of the Company (with the last conversion taking place in 2018). As the Company does not intend to issue any such shares having such terms in the future, these Articles have been removed in the New Constitution.
- (ii) Regulations 29, 38, 91 and 109 (Articles 37, 47, 90 and 112 of the Existing Constitution). These Regulations have been updated to substitute the references to insanity, lunatics and persons of unsound mind with references to mental disorder and persons who are "mentally disordered" and incapable of managing themselves or their affairs, following the enactment of the Mental Health (Care and Treatment) Act 2008 of Singapore, which repealed and replaced the Mental Disorders and Treatment Act.
- (iii) Regulations 95 and 96 (Articles 93 and 96 of the Existing Constitution). Regulation 95, which relates to the appointment 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 authorise 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 Shareholders' common seal or execution thereof as a deed in accordance with the Companies Act.

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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, Regulation 96, which relates to the deposit of proxies, has new provisions which allow the deposit of the instrument appointing a proxy through electronic means, which must be specified by the Company in the notice convening the meeting. This is in line with the new Section 181(1B) and (1BA) of the Companies Act.

- (iv) New Regulation 100. Regulation 100 will be inserted to allow for the Board to implement such voting methods to allow for members to vote in absentia, including but not limited to voting by mail, electronic mail, or facsimile, subject to necessary security measures. This is in line with Provision 11.4 of the 2018 Code of Corporate Governance.
- (v) Regulation 172 (Article 167 of the Existing Constitution). Regulation 172, which relates to the Directors' power to issue free shares and/or to capitalise reserves for share-based incentive plans, has been expanded to empower the Directors to do the same for the benefit of non-executive Directors as part of their Directors' remuneration. This will enable the Company, if it so desires, to remunerate its non-executive Directors by way of Directors' fees in the form of shares, or in a combination of cash and shares, using these methods.
- (vi) New Regulation 188 and Regulation 190 (Article 187 of the Existing Constitution). With effect from 30 July 2020, certain provisions relating to corporate insolvency and restructuring were migrated from the Companies Act to the IRDA. In line with these changes, a new Regulation 188 has been inserted to provide that subject to the provisions of the Companies Act and the IRDA, the Directors shall have the power to present a petition to court in the name of the Company for the Company to be wound up. Consequential amendments have been made to Regulation 190, which relates to the distribution of assets in specie, to, *inter alia*, clarify that such distributions may only be made with the sanction of a special resolution of the Company and any other sanction required by the Companies Act as well as the IRDA.

2.5 Annexes 1 and 2

The text of the principal provisions in the New Constitution which are significantly different from the equivalent provisions in the Existing Constitution, or which have been included in the New Constitution as new provisions, is set out in Annex 1 to this Appendix and the main differences are blacklined. The proposed New Constitution is set out in Annex 2 to this Appendix. The proposed adoption of the New Constitution is subject to Shareholders' approval.

3 DIRECTORS' RECOMMENDATION

The Directors, having considered, *inter alia*, the rationale for the proposed adoption of the New Constitution, are of the opinion that the proposed adoption of the New Constitution is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders **vote in favour** of Special Resolution 7 set out in the Notice of AGM relating to the proposed adoption of the New Constitution to be proposed at the 2024 AGM.

4 DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed adoption of the New Constitution and the Group in relation to the proposed adoption of the New Constitution, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading.

APPENDIX TO NOTICE OF ANNUAL GENERAL MEETING

Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

5 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 10 Anson Road, #19-08 International Plaza, Singapore 079903 during normal business hours from the date of this Appendix up to and including the date of the 2024 AGM:

- (a) the Existing Constitution; and
- (b) the New Constitution.

Yours faithfully,
For and on behalf of the Board of Directors of
HL GLOBAL ENTERPRISES LIMITED

Dato' Gan Khai Choon
Non-Executive Chairman

ANNEX 1 – BLACKLINE OF KEY PROVISIONS IN THE NEW CONSTITUTION

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

Set out below are the principal provisions in the New Constitution which are significantly different from the equivalent provisions in the Existing Constitution, or which have been included in the New Constitution as new provisions, with the main differences blacklined.

1. Regulation 1 (Article 2 of the Existing Constitution)

~~2)-1.~~ In ~~these Articles~~ this Constitution, the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

WORDS

MEANINGS

'Account Holder'

~~A person who has a securities account directly with the Depository and not through a Depository Agent.~~

'Act'

~~The Companies Act, Chapter 50, 1967 or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other act for the time being in force concerning companies and affecting the Company and any reference to any provision of the Act is to that provision as so modified, amended or re-enacted or contained in any such subsequent Act or Acts.~~

'Alternate Director'

~~An alternate director appointed pursuant to Article~~ regulation 449-129.

'Auditors'

The auditors for the time being of the Company.

'capital'

Share capital.

~~'book-entry securities'~~

~~The documents evidencing title to listed securities which are deposited by a Depositor with the Depository and are registered in the name of the Depository or its nominee, and which are transferable by way of book-entry in the Depository Register and not by way of an instrument of transfer.~~

'Constitution'

This constitution, as may be amended from time to time.

'Company'

HL Global Enterprises Limited, by whatever name from time to time called.

'Depositor'

~~An Account Holder or a Depository Agent but does not include a Sub-Account Holder.~~

'Depository' or 'CDP'

~~The Central Depository (Pte) Limited established by the Exchange, or any other corporation approved by the Minister as a depository company or corporation for the purpose of the Act, which as a bare trustee operates the Central Depository System for the holding and transfer of book-entry securities.~~

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'Depository Agent'	<p>A member company of the Exchange, a trust company (registered under the Trust Companies Act, Chapter 336), a banking corporation or merchant bank (approved by the Monetary Authority of Singapore under the Monetary Authority of Singapore Act, Chapter 186), or any other person or body approved by the Depository who or which:</p> <p>(a) performs services as a depository agent for Sub-Account Holders in accordance with the terms of a depository agent agreement entered into between the Depository and the Depository Agent;</p> <p>(b) deposits book-entry securities with the Depository on behalf of the Sub-Account Holders; and</p> <p>(c) establishes an account in its name with the Depository.</p>
'Depository Register'	A register maintained by the Depository in respect of book-entry securities.
'Director'	Includes any person acting as a director of the Company and includes any person duly appointed and acting for the time being as an Alternate Director.
'Directors' or 'Board'	The Directors for the time being of the Company as a body or a quorum of the Directors present at a meeting of the Directors.
'dividend'	Includes bonus <u>dividend</u> .
'electronic communication'	<p>Communication transmitted (whether from one (1) person to another, from one (1) device to another, from a person to a device or from a device to a person):</p> <p>(a) by means of a telecommunication system; or</p> <p>(b) by other means but while in an electronic form;</p> <p>such that it can (where particular conditions are met) be received in legible form or be made legible following receipt in non-legible form.</p>
'Exchange' or 'SGX-ST'	The Singapore Exchange Securities Trading Limited and, where applicable, its successors in title.
<u>'IRDA'</u>	<u>The Insolvency, Restructuring and Dissolution Act 2018 or any modification, amendment or re-enactment thereof for the time being in force and any reference to any provision of the IRDA is to that provision as so modified or re-enacted or contained in any such subsequent IRDA.</u>
'Liquidation Event'	Any liquidation, dissolution or winding-up of the Company (whether voluntary or involuntary).
<u>'Managing Director'</u>	<u>Means a managing director of the Company (or any other equivalent appointment, howsoever described).</u>

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“Market Day”	A day on which a stock <u>the Exchange</u> (and where applicable, any other <u>securities</u> exchange upon which the shares of <u>in</u> the Company may <u>be</u> listed) is open for trading in securities.
“Member”, “holder of any share” or “shareholder”	Any registered (a) <u>Where the Depository is named in the Register of Members as the holder of shares for the time being or if the registered shareholder is the Depository, a Depositor named in respect of the number of shares standing to the credit of his name in the Depository Register (for such period as shares are entered in the Depositor’s Securities Account); and</u> (b) <u>in any other case, a person whose name appears on the Register of Members as a shareholder,</u> save that references in these Articles <u>this Constitution</u> to a “Member” or “shareholder” shall, where the Act requires, exclude the Company where it is a member by reason of its <u>it</u> holding of its shares as treasury shares.
“month”	Calendar month.
“Office”	The registered office for the time being of the Company.
“Ordinary Resolution”	<u>Shall have the meaning ascribed to it under the Act.</u>
“Paid- up”	Paid or <u>Includes</u> credited as paid <u>up</u> .
“Redemption Events”	The schedule attached to these Articles of Association. Schedule’
“Register of Members”	The Register of Members of <u>maintained by</u> the Company <u>pursuant to the Act.</u>
“Registrar”	<u>The Registrar of Companies appointed under the Act and includes any Deputy or Assistant Registrar of Companies.</u>
“regulation”	<u>A regulation of this Constitution, as amended, supplemented or modified from time to time and any reference to a regulation by number is a reference to the regulation of that number in this Constitution.</u>
“Seal”	The Common Seal <u>common seal</u> of the Company or in appropriate cases the Official Seal <u>official seal</u> or duplicate Common Seal <u>common seal</u> .
“Secretary”	The secretary or secretaries for the time being of the Company and shall include any person appointed <u>entitled</u> to perform the duties of secretary temporarily <u>and where two or more persons are appointed to act as joint secretaries shall include any one of those persons.</u>
“Securities Account”	The securities account maintained by a Depositor with a Depository.
“SFA”	<u>The Securities and Futures Act 2001 or any modification, amendment or re-enactment thereof for the time being in force and any reference to any provision of the SFA is to that provision as so modified or re-enacted or contained in any such subsequent SFA.</u>

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'Singapore'	The Republic of Singapore.
'shares'	Shares in the capital of the Company.
'Singapore'	The Republic of Singapore.
'Special Resolution'	Shall have the meaning ascribed to it under the Act.
'Statutes'	The Act and every other legislation for the time being in force concerning companies and/or affecting the Company.
'shares'	Shares in the capital of the Company.
'Sub-Account Holder'	A holder of an account maintained with a Depository Agent.
'the Articles' or 'these Articles'	These Articles of Association or other regulations of the Company for the time being in force as originally framed or as altered from time to time by Special Resolution.
'treasury shares'	Shall have the meaning ascribed to it under the Act.
'year'	Calendar year.
'S\$'	The lawful currency of Singapore.
'%' or 'per cent.'	Percentage or per centum.

The expressions 'Depositor', 'Depository', 'Depository Agent' and 'Depository Register' shall have the meanings ascribed to them respectively in the SFA.

The expressions 'current address', 'electronic communications', 'financial statements', 'relevant intermediary' and 'treasury shares' shall have the meanings ascribed to them respectively in the Act.

- (a) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, typewriting and other modes of representing or reproducing written or produced by any substitute for writing or partly one and partly another and shall include (except where otherwise expressly specified in this Constitution or the context otherwise requires, and subject to any limitations, conditions or restrictions contained in the 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.
- (b) Words denoting the singular shall include the plural and vice versa. Words denoting the masculine gender only shall include the feminine gender. Words denoting persons shall include corporations.
- (c) ~~The expressions "bare trustee" and "documents evidencing title" shall have the meanings ascribed to them respectively under Section 130A of the Act.~~
- (d) The expression "clear days' notice" shall, for the purposes of calculating the number of days necessary before a notice is served or deemed to be served, be exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given.

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- (ed) ~~Subject-Save~~ as aforesaid, any words word or expressions ~~expression~~ defined in the Statutes shall, ~~except where if not inconsistent with the subject or context otherwise requires~~, bear the same meanings meaning in these Articles this Constitution.
- (fe) The headnotes and marginal notes are inserted for convenience only and shall not affect the construction of ~~these Articles~~ this Constitution.
- (f) Any reference in this Constitution to any enactment is a reference to that enactment as for the time being amended or re-enacted.
- (g) A Special Resolution shall be effective for any purposes for which an Ordinary Resolution is expressed to be required under any provision of this Constitution.

2. Regulation 4 (Article 4 of the Existing Constitution)

4. (1) Subject to the provisions of the Act, the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) and any other written law and this 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.
- (2) Subject to the provisions of the Act, any branch or kind of business which by this Constitution is either expressly or by implication authorised to be undertaken by the Company may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance; whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business.

3. Regulation 7 (Articles 6A(c) and 68 of the Existing Constitution)

7. (1)6A) Subject to the Statutes and these Articles, no shares may be issued by the Directors without the prior approval of the Company in a general meeting but subject thereto and to Articles 12A and 12B, and to any special rights attached to any shares for the time being issued, the Directors may allot and issue shares, grant options over or otherwise deal with or dispose of the same to such persons on such terms and conditions and at such time and subject or not to any consideration being given, including the payment of any part of the amount thereof in cash and with full power to give to any person the right to call for the allotment of any shares as the Directors may determine 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:
- (a) (subject to any direction to the contrary that may be given by the Company in a general meeting or except as permitted under the listing rules of the SGX-ST) 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 12A with such adaptations as are necessary shall apply;

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- (b) ~~any other issue of shares, the aggregate of which would exceed the limits referred to in Article 12B, shall be subject to the approval of the Company in a general meeting; and~~
- (c) ~~the~~The rights attaching to shares of a class other than ordinary shares shall be expressed in the ~~resolution creating the same~~ this Constitution.
- 68) ~~The holders of stock shall, according to the number of stock units held by them, have the same rights, privileges and advantages as regards dividend, return of capital, voting and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except as regards dividend and return of capital and the assets on winding-up) shall be conferred by the number of stock units which would not, if existing in shares, have conferred that privilege or advantage, and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted.~~
- (2) The Company may issue shares for which no consideration is payable to it.

4. Regulation 19 (Article 22 of the Existing Constitution)

- 19.22) ~~Shares must be allotted and certificates despatched~~ Every person whose name is entered as a Member in the Register of Members shall be entitled to receive, within ten (10) Market Days (or such other period as may be prescribed by or approved by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) from time to time or by the provisions of the final Statutes) of the closing date of any application for an issue of shares unless or, as the Exchange shall agree to an extension of time in respect of that particular issue. The Depository must despatch statements to successful investor applicants confirming case may be, the number ~~date~~ of shares held under their Securities Accounts. Persons entered in the Register of Members as registered holders of shares shall be entitled to certificates within ten (10) Market Days after lodgement of any a registrable transfer. Every registered shareholder shall be entitled to receive share, one (1) certificate for all his shares of any one class or several certificates in reasonable denominations each for his holding a part of the shares so allotted or transferred and where a charge is made for certificates, such charge shall not exceed two dollars (S\$2.00/-) (or such other sum as may be approved by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) from time to time). Where such a registered shareholder Member transfers part only of the shares comprised in a certificate or where a registered shareholder requires the Company to cancel any certificate or certificates and issue new certificates for the purpose of subdividing his holding in a different manner, the old certificate or certificates shall be cancelled and a new certificate or certificates for the balance of such shares issued in lieu thereof and the registered shareholder such Member shall pay a fee not exceeding S\$2.00 (or such other sum as may be approved by the Exchange from time to time two dollars (S\$2/-) for each such new certificate or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed). Where the Member is a Depositor, the delivery by the Company to the Depository of provisional allotments or share certificates in respect of the aggregate entitlements of Depositors to new shares offered by way of rights issue or other preferential offering or bonus issue shall to the extent of the delivery; discharge the Company from any further liability to each such Depositor in respect of his individual entitlement.

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5. New Regulation 22

22. (1) Any two (2) or more certificates representing shares of any one class held by any person whose name is entered in the Register of Members may at his request be cancelled and a single new certificate for such shares issued in lieu without charge.
- (2) If any person whose name is entered in the Register of Members shall surrender for cancellation a share certificate representing shares held by him and request the Company to issue in lieu two (2) or more share certificates representing such shares in such proportions as he may specify, the Directors may, if they think fit, comply with such request. Such person shall (unless such fee is waived by the Directors) pay a maximum fee of two dollars (S\$2/-) for each share certificate issued in lieu of a share certificate surrendered for cancellation or such other fee as the Directors may from time to time determine having regard to any limitation thereof as may be prescribed by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed).
- (3) In the case of shares registered jointly in the names of several persons any such request may be made by any one (1) of the registered joint holders.

6. Regulation 29 (Article 37 of the Existing Constitution)

- 37)29. No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind who is mentally disordered and incapable of managing himself or his affairs but nothing herein contained shall be construed as imposing on the Company any liability in respect of the registration of such transfer if the Company has no actual knowledge of the same.

7. Regulation 38 (Article 47 of the Existing Constitution)

4738. (1) Any person becoming entitled to the legal title in a share in consequence of the death or bankruptcy of any Member ~~or whose name is entered in the Register of Members, and any guardian of an infant becoming entitled to the legal title in a share and whose name is entered in the Register of Members, and any person as properly has the management of the estate of a Member whose name is entered in the Register of Members and who is mentally disordered and incapable of managing himself or his affairs or any person becoming entitled to a share~~ by virtue of a vesting order by a court of competent jurisdiction and recognised by the Company as having any title to that share may, upon producing such evidence of title as the Directors shall require, ~~elect either to be registered himself as holder of the share upon giving to the Company notice in writing or transfer such the share to some other person, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by a Member.~~

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- (2) _____ If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to ~~have transfer the share to~~ another person ~~registered~~ he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of ~~these Articles~~ this Constitution relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the ~~death or bankruptcy of the Member had not occurred and the notice or transfer was a transfer executed by such Member. The Directors shall have, in respect of a transfer so executed, the same power of refusing registration as if the event upon which the transmission took place had not occurred; and the notice or transfer was were~~ a transfer ~~executed signed~~ by the person from whom the title by transmission is derived. In the case of any person becoming entitled to the interest of a Depositor in respect of a share in consequence of the death of the Depositor, Section 81SQ of the SFA shall apply.
- (3) _____ The Directors may at any time give notice requiring any such person to elect whether to be registered himself as a Member in the Register of Members or, (as the case may be), entered in the Depository Register in respect of the share or to transfer the share and if the notice is not complied with within sixty (60) days the Directors may thereafter withhold payment of all dividends or other moneys payable in respect of the share until the requirements of the notice have been complied with.

8. Regulation 71 (Article 13 of the Existing Constitution)

4371. _____ (1) The Company may by Ordinary Resolution or as otherwise permitted by the provisions of the Statutes:
- (a) consolidate and divide all or any of its ~~shares~~ share capital; or
 - (b) ~~cancel any number of shares which at the date of the passing of the resolution, have not been taken or agreed to be taken by any person or which have been forfeited and diminish the number of its shares so cancelled; or~~
 - (e)(b) subdivide its shares or any of them (subject nevertheless to the provisions of the Act), ~~Provided Always~~ Statutes and this Constitution provided always that in such subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; or
 - (c) ~~cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person or which have been forfeited and diminish the amount of its capital by the number of the shares so cancelled; and~~
 - (d) subject to the provisions of ~~these Articles~~ and the Act Statutes, convert ~~any its share capital or any class of shares from one currency to another currency.~~
- (2) _____ The Company may by Special Resolution and subject to and in accordance with the Statutes and the listing rules of the Exchange, convert one class of shares into ~~any other~~ another class of shares.

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9. Regulation 73 (Articles 70 and 71 of the Existing Constitution)

~~73.70)~~ — The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than fifteen (15) months shall elapse between the date of one annual general meeting and that of the next. The Save as otherwise permitted under the Act, an annual general meeting shall be held in accordance with the requirements of the Act, at such time and place as may be determined by the Directors shall appoint, but not more than four (4) months shall be allowed to elapse between the end of each financial year and such general meeting, unless the Registrar authorises an extension of time to hold such general meeting or as otherwise permitted by the Act.

~~71)~~ — All general meetings other than annual general meetings shall be called extraordinary general meetings. The Company shall hold all its general meetings in Singapore or such other jurisdiction as may be permitted by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed).

10. Regulation 75 (Article 73 of the Existing Constitution)

~~73)75.~~ Any general meeting at which it is proposed to pass ~~a Special Resolution~~ Resolutions or (save as provided by the Statutes) a resolution of which special notice has been given to the Company pursuant to the Act, shall be called by at least twenty-one (21) clear days' notice in writing ~~and an~~. An annual general meeting or any other general meeting shall be called by at least fourteen (14) clear days' notice in writing. The notice ~~shall be exclusive of the day on which it is served or deemed to be served~~ must specify the place, the day and of the day on which hour of the meeting is to be held and. Such notice shall be given in the manner hereinafter mentioned to such persons as are under the provisions of these Articles this Constitution and the Act entitled to receive such notices from the Company; The period of notice shall 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. So long as the shares in the Company are listed on the Exchange, at least fourteen (14) days' notice of every general meeting shall be given by advertisement in the daily press and in writing to the Exchange (and where applicable, to each other securities exchange upon which the shares in the Company are listed).

~~Provided that a general meeting~~ Subject to the provisions of the Act and the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), notwithstanding that it a general meeting has been called by a shorter notice than that specified above, it shall be deemed to have been duly called if it is so agreed:

- (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 ninety-five per cent: (95%) ~~(or such other percentage as prescribed by the Act)~~ 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 of a meeting to, or the non-receipt of notice of a meeting by, any person entitled thereto to receive notice shall not invalidate the proceedings at the meeting.

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~~So long as the shares in the Company are listed on the Exchange, at least fourteen (14) days' notice of every general meeting shall be given by advertisement in the daily press and in writing to the Exchange and to each stock exchange upon which the shares in the Company are listed.~~

11. Regulation 78 (Article 76 of the Existing Constitution)

~~78.76)~~ All Routine business shall be deemed special that is transacted at an extraordinary general meeting and all that is mean and include only business transacted at an annual general meeting shall also be deemed special, with the exception of the following classes, that is to say:

- (a) receiving and adopting of the ~~accounts, the reports of~~ financial statements, the Directors and Auditors' statement, the Auditor's report and any other documents annexed required to be attached to the balance sheets financial statements;
- (b) appointing or re-appointing of Directors ~~in place of those retiring to fill vacancies arising at the meeting on retirement whether~~ by rotation or otherwise;
- (c) fixing of the fees of Directors proposed to be paid under regulation 103(1);
- (d) declaring of dividends; and
- (e) appointing or re-appointing the retiring Auditors ~~(unless they were last appointed otherwise than by the Company in general meeting); and~~
- (f) ~~fixing of the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed.~~

Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution on the Company in respect of such special business.

12. Regulation 84 (Articles 82 and 86 of the Existing Constitution)

~~84.82)~~ (1) If required by the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), all resolutions at general meetings shall be voted by poll (unless such requirement is waived by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed)).

(2) Subject to regulation 84(1), at 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:

- (a) the Chairman of the meeting; or
- (b) at least two (2) Members present in person or by proxy (where a Member has appointed more than one (1) proxy, any one (1) of such proxies may represent that Member) or attorney or in the case of a corporation by a representative, and entitled to vote thereat; or

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- (c) any Member or Members present in person or by proxy (where a Member has appointed more than one (1) proxy, any one (1) of such proxies may represent that Member) or attorney or in the case of a corporation by a representative or any number or combination of such Members, holding or representing not less than ~~one-tenth~~ five per cent (1/10-5%) of the total voting rights of all the Members having the right to vote at the meeting; or
- (d) any Member or Members present in person or by proxy (where a Member has appointed more than one (1) proxy, any one of such proxies may represent that Member) or attorney or in the case of a corporation by a representative or any number or combination of such Members, holding or representing shares ~~being-conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to~~ not less than ~~ten-five~~ per cent: ~~(10-5%)~~ of the total ~~number-of-sum~~ paid- up ~~on all the shares-of-the Company conferring a that right to vote at the meeting (excluding treasury shares)-.~~

A demand for a poll made pursuant to regulation 84(2) may be withdrawn only with the approval of the Chairman of the meeting, and any such demand shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded. Unless a poll is so demanded (and the demand is not withdrawn), a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. ~~A demand for a poll may be withdrawn.~~

- ~~86) — The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which a poll has been demanded.~~

13. Regulation 86 (Articles 84 and 85 of the Existing Constitution)

- ~~86.84)~~ If Subject to regulation 87, where a poll is demanded on a question taken, it shall be taken either immediately or in such manner (including the use of ballot or voting papers or tickets) and at such time (not being more than thirty (30) days from the date of the meeting) and place as the Chairman of the meeting may direct and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken. No notice need be given of a poll not taken at once. In case of any dispute as to the admission or rejection of a vote, the Chairman shall determine the same and such determination made in good faith shall be final and conclusive.

- ~~85) — If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner (including the use of ballot or voting papers) as the Chairman may direct and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman of the meeting may; (and, if required by the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) or if so requested directed by the meeting shall; appoint scrutineers scrutineer(s) and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.~~

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14. New Regulation 89 (Articles 90 and 93 of the Existing Constitution)

90) ~~If any Member be a lunatic, idiot or non compos mentis, he may vote by his committee, curator bonis or other legal curator and such last mentioned persons may give their votes either personally or by proxy, but no person claiming to vote pursuant to this Article shall do so unless such evidence as the Directors may require of his authority shall have been deposited at the Office not less than forty-eight (48) hours before the time for holding the meeting at which he wishes to vote.~~

93) ~~An instrument appointing a proxy shall be in writing in any usual or common form approved by the Directors and:~~

(a) ~~in the case of an individual, shall be signed by the appointor or his attorney; or~~

(b) ~~if the appointor is a corporation, shall be either given under seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.~~

89. Subject to the Act and to the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) the Members may, if the Directors at their absolute discretion deem fit, participate at a general meeting by telephone or video conference or by means of similar communication equipment whereby all persons participating in the meeting are able to hear and be heard, see and speak by any means of synchronous communication that the Directors may determine and such participation shall constitute presence in person at such meeting and Members (or their proxy or, in the case of a corporation, their respective corporate representatives) so participating shall be counted in the quorum for the meeting. Subject to the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), such a meeting shall be deemed to take place where the largest group of Members (or their proxy, or in the case of a corporation, their respective corporate representatives) present for purposes of the meeting is assembled or, if there is no such group, where the Chairman of the meeting is present.

15. Regulation 90 (Article 89 of the Existing Constitution)

89)90. (1) ~~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 7, each Each Member entitled to vote may vote in person or by proxy or attorney, and (in the case of a corporation) by a representative. A person entitled to more than one (1)-vote need not use all his votes or cast all the votes he uses in the same way.~~

(2) ~~On a show of hands, every Member who is present in person or by proxy or attorney, or in the case of a corporation by a representative, shall have one (1) vote provided that if 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 regulation 9, every Member who is present in person or by proxy, attorney or corporate representative (as applicable) shall have one (1) vote for every share which he holds or represents, Provided always that:~~

(a) ~~where a Member is represented by one (1) or more proxies and the voting is conducted by way of a poll, the provisions of regulation 94 shall apply; and:~~

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- (b) where a Member who is not a relevant intermediary is represented by two (2) proxies, only one (1) of the two (2) proxies as determined by their appointor shall vote on a show of hands and in the absence of that Member, or failing such determination, only one (1) of the two (2) proxies as determined by the Chairman (or by a person authorised by him) 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
- (c) where a Member who is a relevant intermediary is represented by two (2) or more proxies, each proxy shall be entitled to vote on a show of hands and on a poll, every Member who is present in person or by proxy, attorney or representative shall have one (1) vote for each share which he holds or represents.
- (3) Notwithstanding anything contained in these Articles, For the purpose of determining the number of votes which a Member, being a Depositor shall not be entitled to attend, or his proxy may cast at any general meeting and to speak and vote thereat unless his name is certified by the Depository to the Company as appearing on 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 not later than forty-eight as at seventy-two (48 72) hours (or any such time permitted under the Statutes) before that the time of the relevant general meeting (the "cut-off time") as a Depositor on whose behalf certified by the Depository holds shares to the Company. For the purpose of determining the number of votes which a Depositor or his proxy may cast on a poll, the Depositor or his proxy shall be deemed to hold or represent that number of shares entered in the Depositor's Securities Account at the cut-off time as certified by the Depository to the Company, or where a Depositor has apportioned the balance standing to his Securities Account as at the cut- off time between two (2) proxies, to apportion the said number of shares between the two (2) proxies in the same proportion as specified by the Depositor in appointing the proxies; and accordingly no instrument appointing a proxy of a Depositor shall be rendered invalid merely by reason of any discrepancy between the number of shares standing to the credit of that Depositor's Securities Account as at the cut-off time, and the true balance standing to the Securities Account of a Depositor as at the time of the relevant general meeting, if the instrument is dealt with in such manner as aforesaid.

16. Regulation 91 (Article 90 of the Existing Constitution)

- 91.90) If any ~~A Member be a lunatic, idiot or non compos mentis, he who is mentally disordered or whose person or estate is liable to be dealt with in any way under the law relating to mental capacity may vote, whether on a show of hands or on a poll, by his committee, curator bonis or such other legal curator person as properly has the management of his estate and any such last mentioned persons may give their votes either personally or committee, curator bonis or other person may vote by proxy or attorney, but no person claiming to vote pursuant to this Article regulation shall do so unless such evidence as the Directors may require of his authority shall have been deposited at the Office not less than forty-eight seventy-two (48 72) hours before the time for holding the meeting at which he wishes to vote.~~

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17. Regulation 93 (Article 92 of the Existing Constitution)

~~92)~~93. Save as ~~herein expressly provided and the provisions of herein or in~~ the Act, no person other than a Member duly registered, and only in respect of shares upon which all calls due to the Company have been paid, shall be entitled to be present or to vote on any question, either personally or by proxy, attorney or representative at any general meeting. Where a Member is required by the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) or a court order to abstain from voting on a resolution at a general meeting, such Member shall not be entitled to vote on the relevant resolution and shall be required to abstain from voting, whether in person or by proxy, in respect of such resolution, and the Company shall be entitled to disregard any votes cast by such Member in contravention of this regulation, to the extent permitted by the Act, the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) and any other applicable laws and regulations.

18. Regulation 94 (Article 94 of the Existing Constitution)

94. (1) Subject to the provisions of the Statutes:

(a) a Member who is not a relevant intermediary may appoint not more than two (2) proxies to attend, speak and vote at the same general meeting. Where such Member's form of proxy or attorney need not be a Member appoints more than one (1) proxy, the proxy form shall specify the proportion of the Member's shareholding to be represented by each proxy and if no such proportion is specified, the first named proxy shall be deemed to represent 100% of the shareholdings and any second-named proxy shall be deemed to be an alternate to the first-named; and

(b) a Member who is a relevant intermediary may appoint more than two (2) proxies to attend, speak and vote at the same general meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member, and the proxy form shall specify the number and class of shares in relation to which each proxy has been appointed. If the form does not specify the required information, the first-named proxy shall be deemed to represent 100% of the shareholdings and any second named proxy shall be treated as an alternate to the first named.

(2) In any case where a If the Member is a Depositor, the Company shall be entitled:

(a) to reject any instrument of proxy lodged if the by that Depositor if he is not shown to have any shares entered in its Securities Account as at the cut-off time (as defined in Article 89(3)) against his name in the Depository Register as at seventy-two (72) hours (or any such time permitted under the Statutes) before the time of the relevant general meeting as certified by the Depository to the Company; and

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- (b) ~~to accept as validly cast by 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 that a number of votes which corresponds to or is less than the aggregate number of shares entered in against the Securities Account name of that Depositor in the Depository Register as at the cut-off time seventy-two (72) hours (or any such time permitted under the Statutes) 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.~~
- (3) ~~Where a Member appoints more than one (1) proxy, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified the first named proxy may be treated as representing one hundred per cent. (100%) of the shareholding and any second named proxy as an alternate to the first named. The Company shall be entitled and bound, in determining rights to vote and other matters in respect of a completed instrument of proxy submitted to it, to have regard to the instructions (if any) given by and the notes (if any) set out in the instrument of proxy.~~
- (4) ~~A proxy or attorney need not be a Member.~~
- (5)(4) Voting right(s) attached to any shares in respect of which a Member has not appointed a proxy may only be exercised at the relevant general meeting by the Member personally or by his attorney, or in the case of a corporation by its representative.
- (5) ~~Where a Member appoints a proxy in respect of more shares than the shares standing to his name in the Register of Members, or in the case of a Depositor, standing to the credit of his Securities Account, such proxy may not exercise any of the votes or rights of shares not registered to the name of that Member in the Register of Members or standing to the credit of that Depositor's Securities Account as the case may be, as at the cut off time.~~
- (6) ~~The Company shall be entitled and bound, in determining the 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.~~
- 6) ~~A Member who has deposited an instrument appointing any number of proxies to vote on his behalf at a general meeting shall not be precluded from attending and voting in person at that general meeting. Any such appointment of all the proxies concerned shall be deemed to be revoked upon the attendance of the Member appointing the proxy/proxies at the relevant general meeting.~~

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19. Regulation 95 (Articles 93 and 95 of the Existing Constitution)

9395. (1) An instrument appointing a proxy shall be in writing in any usual or common form approved by or in any other form which the Directors may approve and:

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

(i) either given under its common seal, executed as a deed in accordance with the Act or signed on its behalf by an attorney or a duly authorised officer of the corporation, or in some other manner approved by the Directors, 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 this regulation, designate procedures for authenticating any such instrument, and any such instrument not so authenticated by use of such procedures shall be deemed not to have been received by the Company.

(2) The signature on, or authorisation of, such instrument need not be witnessed. Where an instrument appointing a proxy is signed or authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy pursuant to regulation 96(1), failing which the instrument may be treated as invalid.

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

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

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

as contemplated in regulations 95(1)(a)(ii) and 95(1)(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), regulation 95(1)(a)(i) and/or (as the case maybe) regulation 95(1)(b)(i) shall apply.

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- 95) ~~_____ (4) _____~~ ~~The instrument appointing a proxy is~~ An instrument appointing a proxy shall be deemed to confer authority generally to act at the meeting for the Member giving the proxy, including authority to demand or join in demanding a poll, to move any resolution or amendment thereto and to speak at the meeting and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates and the signature on such instrument need not be witnessed.

20. Regulation 96 (Article 96 of the Existing Constitution)

96. ~~_____ (1) _____~~ ~~The~~ An instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority shall be deposited:

~~(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 at such other place within Singapore

~~(b) _____~~ if submitted by electronic means, must be received through such means as is specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting at least forty-eight,

and in either case, not less than seventy-two (48/72) hours before the time appointed for the holding of the meeting or adjourned meeting as or (in the case may be, of a poll taken otherwise the person so named shall not be entitled to vote in respect thereof unless the Directors otherwise determine 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 regulation 96 for the purposes of any meeting shall not be required again to be delivered for the purposes of any subsequent meeting to which it relates.

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

21. New Regulation 100

100. Subject to this Constitution and any applicable legislation, the Board may, at its sole discretion, approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow Members who are unable to vote in person at any general meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail, or facsimile.

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22. Regulation 106 (Article 104 of the Existing Constitution)

- ~~404~~106. (1) Other than the office of auditor, a Director may hold any other office or place of profit in the Company and he or any firm of which he is a member or any company of which he is a Director or shareholder may act in a professional capacity for the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. Subject to the Act, no Director or intending Director shall be disqualified by his office from ~~transacting contracting or entering into any arrangement with the Company; whether as vendor, purchaser, lessor, lessee, mortgagor, mortgagee, manager, agent, broker or otherwise howsoever~~ nor shall ~~such contract or arrangement or any transaction contract~~ or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested whether directly or indirectly be avoided nor shall any Director so ~~transacting contracting~~ or being so interested be liable to account to the Company for any profit realised by any such ~~transaction contract~~ or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established. Provided ~~Always~~ always that he has complied with the requirements of Section 156 of the Act as to disclosure.
- (2) Every Director and any relevant officer of the Company (to whom Section 156 of the Act applies) shall observe the provisions of Section 156 of the Act relating to the disclosure of the interests ~~of the Directors in a transaction transactions~~ or proposed ~~transaction transactions~~ with the Company or of any office or property held by ~~a Director him~~ which might create duties or interests in conflict with his duties or interests as a Director or such officer (as the case may be). Notwithstanding such disclosure, a Director shall not vote in ~~respect of~~ regard to any transaction or arrangement or any other proposal whatsoever in which he has directly or indirectly a personal material interest ~~(and if he shall do so, his vote shall not be counted), nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting,~~ but this prohibition as to voting shall not apply to any transaction by or on behalf of the Company to give to the Directors or any of them any security by way of any lawful indemnity or to any allotment of shares in or debentures of the Company to any Director. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.
- (3) The provisions of ~~Article 104(2)~~ regulation 106(2) may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction by the Company in ~~a general meeting,~~ and any particular contract, arrangement or transaction carried out in contravention of this ~~Article~~ regulation may be ratified by Ordinary Resolution of the Company, or as otherwise provided in this Constitution.

23. Regulation 109 (Article 112 of the Existing Constitution)

- ~~412~~109. Subject as herein otherwise provided ~~or to the terms of any subsisting agreement,~~ the office of a Director shall be vacated ~~on in~~ in any ~~one~~ of the following events, namely:
- (a) ~~if a receiving~~ if he is prohibited by law from acting as a Director;
- (b) if he ceases to be a Director by virtue of any of the provisions of the Act;

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- ~~(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;~~
- ~~(d) if a bankruptcy order is made against him or if he becomes bankruptsuspends payments or makes any arrangement or composition with his creditors- generally;~~
- ~~(b) If he should be found lunatic or becomes of unsound mind.~~
- ~~(e) if he becomes 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;~~
- ~~(f) if he becomes disqualified from acting as a director by virtue of his disqualification in any jurisdiction for reasons other than on technical grounds (in which case he must immediately resign from the Board) or removal or the revocation of his appointment as a director, as the case may be, under any applicable laws;~~
- ~~(g)(e) If he absents himself from the meetings of the Directors during a continuous period of six (6) months without special leave of absence from the Board and they pass a resolution that he has by reason of such absence vacated office;~~
- ~~(h) if he is requested in writing by a majority of the other Directors- for the time being to vacate office; and~~
- ~~(d) If by notice in writing given to the Company he resigns his office.~~
- ~~(e) If he is prohibited from being a Director by reason of any order made under the Act.~~
- ~~(f) If he is removed from office by the Company in a general meeting-~~
- ~~(g) If he ceases to be a Director by virtue of any of the provisions of the Act, including but not limited to Section 147 of the Act pursuant to this Constitution.~~

24. Regulation 111 (Article 113 of the Existing Constitution)

- ~~113)~~111. Subject to ~~these Articles~~ this Constitution and to the Act, at each annual general meeting at least one-third (~~1/3~~) of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third (~~1/3~~)), selected in accordance with regulation 112, shall retire from office by rotation (in addition to any Director retiring pursuant to ~~Article 117~~ regulation 108), Provided That all Directors shall submit themselves for re-nomination and re-election at regular intervals and at least once every three (3) years.

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25. Regulation 113 (Article 115 of the Existing Constitution)

~~445)~~113. The Company at the meeting at which a Director retires under any provision of ~~these Articles this Constitution~~ may by Ordinary Resolution fill up the vacated office by electing a ~~thereto the retiring Director or some other person thereto eligible for appointment~~. In default the retiring Director shall be deemed to have been re-elected, unless:

- (a) at such meeting it is expressly resolved not to fill up such vacated office or a resolution for the re-election of such Director is put to the meeting and lost; or
- (b) such Director is disqualified under the Act from holding office as a Director or has given notice in writing to the Company that he is unwilling to be re-elected; or
- (c) such Director ~~has attained any retiring age applicable to him as a Director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds; or~~
- (d) ~~the nominating committee appointed pursuant to Article 130 has given notice in writing to the Directors that such Director is not suitable for re-appointment, having regard to the Director's contribution and performance; default is due to the moving of a resolution in contravention of Section 150 of the Act.~~

The retirement shall not take 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.

26. Regulation 115 (Article 118 of the Existing Constitution)

~~418)~~115. The Directors shall have power at any time and from time to time to Company may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director but the total number of Directors shall not at any time exceed the maximum number (if any) fixed by ~~these Articles. Any Director this Constitution. Without prejudice thereto, the Directors shall have power at any time and from time to time to do so, but any person so appointed by the Directors shall hold office only until the next annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.~~

27. Regulation 120 (Article 127 of the Existing Constitution)

~~427)~~120. The business and affairs of the Company shall be managed by, or under the direction or supervision of, the Directors; who may exercise all such powers of the Company as are not by the Act Statutes or by ~~these Articles 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 a general meeting. The general power-powers given by this Article-regulation shall not be limited or restricted by any special authority or power given to the Directors by any other Article-regulation.

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28. Regulation 132 (Article 122 of the Existing Constitution)

~~422)~~132. An Alternate Director shall (subject to his giving to the Company an address in Singapore) be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a Director and in for the absence purposes of the proceedings of such meeting the provisions of this Constitution shall apply as if he (instead of his appointor) were a Director. If his appointor is for the time being absent from Singapore, ~~he shall be entitled or temporarily unable to act through ill health or disability, his signature to sign any resolution in writing of the Directors shall be as effective as the signature of his appointor.~~ To such extent as the Directors may from time to time determine in relation to any committee of the Directors, the foregoing provisions of this paragraph shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. An Alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of this Constitution.

29. Regulation 175 (Article 170 of the Existing Constitution)

~~175.)~~170) ~~The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company or any of them, shall be open to the inspection of Members and no Member (not being a Director) shall have any rights of inspecting any account or book or document of the Company except as conferred by the Act or authorised by the Directors or by an Ordinary Resolution of the Company. In accordance with the provisions of the Act, the Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Company in general meeting such financial statements, balance sheets, reports, statements and other documents as may be necessary. The Company must hold its annual general meeting within four months from the end of its financial year (or such other period as may be permitted by the Act, the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), and/or any applicable law).~~

30. Regulation 176 (Articles 172 and 173 of the Existing Constitution)

~~472)~~176. A copy of ~~every the financial statements and, if required, the balance sheet and profit and loss account (including every document required by law to be annexed attached thereto) which is duly audited and which is to be laid before the Company in general meeting together with accompanied by a copy of the Auditor's report thereon,~~ shall not less than fourteen (14) days before the date of the meeting be ~~delivered or sent by post to every Member of and every holder of debentures (if any) of the Company and to every other person who is entitled to receive notices of meetings from the Company under the provisions of the Act Statutes or these Articles this Constitution;~~ Provided Always always that:

- (a) these documents may, subject to the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), be sent less than fourteen (14) days before the date of the meeting if all persons entitled to receive notices of meetings from the Company so agree;

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(b) ~~this Article regulation~~ shall not require a copy of those documents to be sent to any person ~~of whose address the Company is not aware or to more than one of the any joint holders of any shares or debentures in the Company or the several persons entitled thereto in consequence of the death or bankruptcy of the holder or otherwise,~~ but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office-; and

473 (c) ~~Such such~~ number of each document as is referred to in ~~the preceding Article~~ this regulation or such other number as may be required by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) shall be forwarded to the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) at the same time as such documents are sent to the Members.

31. Regulation 182 (Article 179 of the Existing Constitution)

479182. (1) Without prejudice to the provisions of ~~Article 178 regulation 181 but subject otherwise to the Act and any regulations made thereunder and the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) relating to electronic communications,~~ any notice or document (including, without ~~limitations~~ limitation, any accounts, balance-sheet ~~sheets~~, financial statements, circulars or ~~report-reports~~) which is required or permitted to be given, sent or served under the Act or under ~~these Articles this Constitution~~ this Constitution by the Company, or by the Directors, to a Member or officer or ~~Auditors Auditor of the Company~~ may be given, sent or served using electronic communications (including by electronic mail or short message service):

(a) to the current address of that person;

(b) by making it available on a website prescribed by the Company from time to time; or

(c) in such manner as such Member expressly consents to by giving notice in writing to the Company.

~~in accordance with the provisions of, or as otherwise provided by, the Act this Constitution, the Statutes, the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) and/or any other applicable regulations or procedures. Such notice or document~~

(2) For the purposes of regulation 182(1), subject to the Act and any regulations made thereunder and the listing rules of the Exchange relating to electronic communications, a Member shall be implied to have agreed to receive such notice or document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such notice or document.

(3) Notwithstanding regulation 182(2) above, subject to the Act and any regulations made thereunder and the listing rules of the Exchange relating to electronic communications, the Directors may, at their discretion, at any time give a Member an opportunity to elect within a specified period of time whether to receive such notice or document by way of electronic communications or as a physical copy, and such 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.

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- (4) Notwithstanding regulations 182(2) and 182(3) above, the Company shall send to the Members physical copies of such notices or documents as may be specified by law or the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), and shall inform the Members as soon as practicable of how to request a physical copy of such notice or document and provide a physical copy of such notice or document upon such a request.
- (5) Where a notice or document is given, sent or served by electronic communications:
- (a) to the current address of a person pursuant to regulation 182(1)(a), it shall be deemed to have been duly given, sent or served upon at the time of transmission of the electronic communication by the email server or facility operated by the Company, its service provider or agent, to the current address of such person or as (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 the listing rules of the Exchange (and where applicable regulations or procedures, any other securities exchange upon which the shares in the Company are listed); and
- (b) by making it available on a website pursuant to regulation 182(1)(b), it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, unless otherwise provided under the Act and/or the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed).
- (6) Where a notice or document is given, sent or served to a Member by making it available on a website pursuant to regulation 182(1)(b), the Company shall give separate notice to the Member of the publication of the notice or document on that website and the manner in which the notice or document may be accessed by any one or more of the following means:
- (a) by sending such separate notice to the Member personally or through the post pursuant to regulation 181;
- (b) by sending such separate notice to the Member using electronic communications to his current address pursuant to regulation 182(1)(a);
- (c) by way of advertisement in the daily press; and/or
- (d) by way of announcement on the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed).

32. New Regulation 188

188. Subject to the provisions of the Act and the IRDA, the Directors shall have the power to present a petition to the court in the name and on behalf of the Company for the Company to be wound up.

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33. Regulation 190 (Article 187 of the Existing Constitution)

- ~~487~~190. (1) If Without prejudice to the rights (and any limitation on the rights) of the holders of any shares issued upon special terms and conditions, if the Company shall be is wound up, the Liquidator-liquidator may, with the sanction of a Special Resolution, of the Company and any other sanction required by the Act and the IRDA:
- (a) divide among amongst the Members in specie or kind, the whole or any part of the assets of the Company and (including any shares in any other company received by the liquidator as consideration for the sale of the whole or part of the Company's assets), whether or not the assets shall they consist of property of one the same kind or shall consist of properties of different kinds and may for such purpose not;
 - (b) set such a value as he deems the liquidator considers fair upon any one or more class or classes of the property referred to be divided as aforesaid and may in this Regulation 190(a);
 - (c) determine how such the division shall of property is to be carried out as between the Members or different classes of Members, but so that if which may be otherwise than in accordance with the existing rights of the Members; and
 - (d) vest the whole or any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit.
- (2) No Member shall be compelled to accept any shares or other securities on which there is any liability.
- (3) If any division is resolved on otherwise than in accordance with such the existing rights of the Members, the Members shall have the same right of dissent and consequential rights as if such resolution was were a Special Resolution passed pursuant to Section 306 section 178 of the Act. A Special Resolution sanctioning a transfer or sale to another company duly passed pursuant to the said Section may in like manner authorise the distribution of any shares or other consideration receivable IRDA.
- (4) On the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator unless it shall have been approved or ratified by the Liquidator amongst the Members otherwise than in accordance with their existing rights; and any. The amount of such determination payment shall be binding upon notified to all the Members subject at least seven (7) days prior to the right of dissent and consequential rights conferred by the said Section meeting at which it is to be considered.

ANNEX 1 – BLACKLINE OF KEY PROVISIONS IN THE NEW CONSTITUTION

34. Regulation 191 (Article 190 of the Existing Constitution)

~~490)191.~~ Subject to the provisions of and so far as may be permitted by the Act Statutes, every Director, ~~Manager, Auditor, Secretary~~ or other officer for the time being of the Company shall be entitled to be indemnified out of the assets of ~~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 by him~~. Without prejudice to the generality of the foregoing, no Director 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 defending any proceedings whether civil or criminal which relates to anything done receipt or other act for conformity or omitted for any loss or alleged to have been done or omitted by him as an officer expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or employee on behalf of the Company and in which judgment is given in his favour or for the insufficiency or deficiency of any security in or upon which he is acquitted or in connection with any application under Section 391 of the Act in which relief is granted to him by the Court 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 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, breach of trust or fraudulent act.

35. New Regulation 193

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

ANNEX 1 – BLACKLINE OF KEY PROVISIONS IN THE NEW CONSTITUTION

- (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;
 - (i) any other purposes specified in the Company's prevailing privacy or data protection policies; and
 - (j) purposes which are reasonably related to any of the above purposes.
- (2) Any Member who appoints a proxy and/or representative for any general meeting including 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 and 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 regulation 194(1) and for any purposes reasonably related to regulation 194(1), 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 or in connection with such Member's breach of warranty.

ANNEX 2 – NEW CONSTITUTION

THE COMPANIES ACT 1967

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

of

HL GLOBAL ENTERPRISES LIMITED

INTERPRETATION

1. In this Constitution, the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context: Interpretation

‘Act’	The Companies Act 1967 or any modification, amendment or re-enactment thereof for the time being in force and any reference to any provision of the Act is to that provision as so modified, amended or re-enacted or contained in any such subsequent Act
‘Alternate Director’	An alternate director appointed pursuant to regulation 129.
‘Auditors’	The auditors for the time being of the Company.
‘capital’	Share capital.
‘Company’	HL Global Enterprises Limited, by whatever name from time to time called.
‘Constitution’	This constitution, as may be amended from time to time.
‘Director’	Includes any person acting as a director of the Company and includes any person duly appointed and acting for the time being as an Alternate Director.
‘Directors’ or ‘Board’	The Directors for the time being of the Company as a body or a quorum of the Directors present at a meeting of the Directors.
‘dividend’	Includes bonus dividend.
‘Exchange’ or ‘SGX-ST’	The Singapore Exchange Securities Trading Limited and, where applicable, its successors in title.

ANNEX 2 – NEW CONSTITUTION

‘IRDA’	The Insolvency, Restructuring and Dissolution Act 2018 or any modification, amendment or re-enactment thereof for the time being in force and any reference to any provision of the IRDA is to that provision as so modified or re-enacted or contained in any such subsequent IRDA.
‘Managing Director’	Means a managing director of the Company (or any other equivalent appointment, howsoever described).
‘Market Day’	A day on which the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) is open for trading in securities.
‘Member’, ‘holder of any share’ or ‘shareholder’	<p>(a) Where the Depository is named in the Register of Members as the holder of shares, a Depositor in respect of the number of shares standing to the credit of his name in the Depository Register; and</p> <p>(b) in any other case, a person whose name appears on the Register of Members as a shareholder,</p> <p>save that references in this Constitution to a ‘Member’ or ‘shareholder’ shall, where the Act requires, exclude the Company by reason of it holding shares as treasury shares.</p>
‘month’	Calendar month.
‘Office’	The registered office for the time being of the Company.
‘Ordinary Resolution’	Shall have the meaning ascribed to it under the Act.
‘Paid up’	Includes credited as paid up.
‘Register of Members’	The Register of Members maintained by the Company pursuant to the Act.
‘Registrar’	The Registrar of Companies appointed under the Act and includes any Deputy or Assistant Registrar of Companies.
‘regulation’	A regulation of this Constitution, as amended, supplemented or modified from time to time and any reference to a regulation by number is a reference to the regulation of that number in this Constitution.
‘Seal’	The common seal of the Company or in appropriate cases the official seal or duplicate common seal.
‘Secretary’	The secretary or secretaries for the time being of the Company and shall include any person entitled to perform the duties of secretary temporarily and where two or more persons are appointed to act as joint secretaries shall include any one of those persons.

ANNEX 2 – NEW CONSTITUTION

‘Securities Account’	The securities account maintained by a Depositor with a Depository.
‘SFA’	The Securities and Futures Act 2001 or any modification, amendment or re-enactment thereof for the time being in force and any reference to any provision of the SFA is to that provision as so modified or re-enacted or contained in any such subsequent SFA.
‘shares’	Shares in the capital of the Company.
‘Singapore’	The Republic of Singapore.
‘Special Resolution’	Shall have the meaning ascribed to it under the Act.
‘Statutes’	The Act and every other legislation for the time being in force concerning companies and affecting the Company.
‘year’	Calendar year.
‘S\$’	The lawful currency of Singapore.
‘%’ or ‘per cent’	Percentage or per centum.

The expressions ‘Depositor’, ‘Depository’, ‘Depository Agent’ and ‘Depository Register’ shall have the meanings ascribed to them respectively in the SFA.

The expressions ‘current address’, ‘electronic communications’, ‘financial statements’, ‘relevant intermediary’ and ‘treasury shares’ shall have the meanings ascribed to them respectively in the Act.

- (a) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to written or produced by any substitute for writing or partly one and partly another and shall include (except where otherwise expressly specified in this Constitution or the context otherwise requires, and subject to any limitations, conditions or restrictions contained in the 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.
- (b) Words denoting the singular shall include the plural and *vice versa*. Words denoting the masculine gender only shall include the feminine gender. Words denoting persons shall include corporations.
- (c) The expression ‘clear days’ notice’ shall, for the purposes of calculating the number of days necessary before a notice is served or deemed to be served, be exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given.
- (d) Save as aforesaid, any word or expression defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in this Constitution.

ANNEX 2 – NEW CONSTITUTION

- (e) The headnotes and marginal notes are inserted for convenience only and shall not affect the construction of this Constitution.
- (f) Any reference in this Constitution to any enactment is a reference to that enactment as for the time being amended or re-enacted.
- (g) A Special Resolution shall be effective for any purposes for which an Ordinary Resolution is expressed to be required under any provision of this Constitution.

NAME

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| 2. | The name of the Company is HL Global Enterprises Limited. | Name |
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LIABILITY OF MEMBERS

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| 3. | The liability of the Members is limited. | Liability of Members |
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BUSINESS

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| 4. | <ul style="list-style-type: none">(1) Subject to the provisions of the Act, the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) and any other written law and this Constitution, the Company has:<ul style="list-style-type: none">(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.(2) Subject to the provisions of the Act, any branch or kind of business which by this Constitution is either expressly or by implication authorised to be undertaken by the Company may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business. | Business or activity |
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PUBLIC COMPANY

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| 5. | The Company is a public company. | Public company |
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REGISTERED OFFICE

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| 6. | The Office shall be at such place in Singapore as the Directors shall from time to time determine. | Place of Office |
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SHARES

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| 7. | <ul style="list-style-type: none">(1) The rights attaching to shares of a class other than ordinary shares shall be expressed in this Constitution.(2) The Company may issue shares for which no consideration is payable to it. | <ul style="list-style-type: none">Shares of a class other than ordinary sharesIssue of shares for no consideration |
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ANNEX 2 – NEW CONSTITUTION

8. Subject to 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 this regulation, and to any special rights attached to any shares for the time being issued, the Directors may allot and issue shares or grant options over or otherwise deal with or 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. Subject to such limitation thereof as may be prescribed by the Exchange, any such shares may be issued with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit. 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) no shares shall be issued to transfer a controlling interest in the Company without the prior approval of the Company in general meeting;
 - (b) (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 the Exchange) 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 regulation 68(1) 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 regulation 68(2), shall be subject to the approval of the Company in general meeting.
9. Notwithstanding anything in this Constitution, a treasury share shall be subject to such rights and restrictions as may be prescribed in the Act and may be dealt with by the Company in such manner as may be permitted by, and in accordance with, the Act. For the avoidance of doubt, save as expressly permitted by the Act, the Company shall not be entitled to any rights of a Member under this Constitution.
- Treasury shares
10. (1) Preference shares may be issued subject to such limitation thereof as may be prescribed by law or by the listing rules of the Exchange (and where applicable, any securities exchange upon which the shares in the Company are listed). Preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports, balance sheets and financial statements and attending general meetings of the Company. 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 (6) months in arrears. In the event of preference shares being issued, the total number of issued preference shares shall not at any time exceed the total number of issued ordinary shares.
- Rights attached to preference shares
- (2) The Company has power to issue further preference capital ranking equally with, or in priority to, preference shares from time to time already issued or about to be issued.
- Issue of further preference shares

ANNEX 2 – NEW CONSTITUTION

11. If at any time the share capital is divided into different classes, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, whether or not the Company is being wound up, be varied or abrogated either with the consent in writing of the holders of three-quarters of the issued shares of the class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of shares of the class and to every such Special Resolution the provisions of Section 184 of the Act shall with such adaptations as are necessary apply. To every such separate general meeting, the provisions of this Constitution relating to general meetings shall *mutatis mutandis* apply,
- Variation of rights of shares
- Provided always that:
- (a) the necessary quorum shall be two (2) persons at least holding or representing by proxy or by attorney onethird of the issued shares of the class and that any holder of shares of the class present in person or by proxy or by attorney may demand a poll, but where the necessary majority for such a Special Resolution is not obtained at the meeting, consent in writing if obtained from the holders of threefourths of the issued shares of the class concerned within two (2) months of the meeting shall be as valid and effectual as a Special Resolution carried at the meeting; and
- (b) where all the issued shares of the class are held by one (1) person, the necessary quorum shall be one (1) person and such holder of shares of the class present in person or by proxy or by attorney may demand a poll.
- The foregoing shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights whereof are to be varied.
12. The repayment of preference capital other than redeemable preference capital or any other alteration of preference shareholders' rights, may only be made pursuant to a Special Resolution of the preference shareholders concerned. Provided always that where the necessary majority for such a Special Resolution is not obtained at a meeting, consent in writing if obtained from the holders of three-fourths of the preference shares concerned within two (2) months of the meeting, shall be as valid and effectual as a Special Resolution carried at the meeting.
- Variation of rights of preference shareholders
13. The rights conferred upon the holders of the shares of any class issued with preferred rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class or by this Constitution, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects *pari passu* therewith but in no respect in priority thereto.
- Issue of further shares affecting preferred rights
14. If by the conditions of allotment of any shares the whole or any part of the amount of the issue price thereof shall be payable by instalments every such instalment shall, when due, be paid to the Company by the person who for the time being shall be the registered holder of the share or his personal representatives, but this provision shall not affect the liability of any allottee who may have agreed to pay the same.
- Payment of instalments

ANNEX 2 – NEW CONSTITUTION

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| 15. | Subject to the Act, the Company may pay any expenses (including brokerage or commission) incurred in any issue of shares or purchase or acquisition of shares at such rate or amount and in such manner as the Directors deem fit. Such expenses may be paid in whole or in part in cash or fully or partly paid shares of the Company. The Company may, in addition to, or in lieu of, such commission, in consideration of any person subscribing or agreeing to subscribe, or of his procuring or agreeing to procure subscriptions, for any shares in the Company, confer on any such person an option call within a specified time for a specified number of shares in the Company at a specified price or on such other terms and conditions as the Directors may deem fit. The requirements of the provisions of the Act shall be observed, as far as applicable. | Payment of expenses (including brokerage and commission) |
| 16. | Save to the extent permitted by the Act, the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) or this Constitution, no part of the funds of the Company shall, directly or indirectly, be employed in the purchase of or subscription for or making of loans upon the security of any shares (or its holding company, if any). The Company shall not, except as authorised by the Act, give any financial assistance for the purpose of or in connection with any purchase of shares in the Company (or its holding company, if any). | Prohibition against financial assistance |
| 17. | Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest on so much of that share capital as is for the time being paid up for the period (except treasury shares), and, subject to the conditions and restrictions mentioned in the Act, may charge the same to capital as part of the cost of the construction of the works or building or the provision of the plant. | Power to charge interest on capital |
| 18. | Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by this Constitution or by law otherwise provided) any other rights in respect of any share, except an absolute right to the entirety thereof in the person (other than the Depository or its nominee, as the case may be) entered in the Register of Members as the registered holder thereof or (where the person entered in the Register of Members as the registered holder of a share is the Depository) the person whose name is entered in the Depository Register in respect of that share. Nothing contained in this regulation relating to the Depository or the Depositors or in any depository agreement made by the Company with any common depository for shares or in any notification of substantial shareholding to the Company or in response to a notice pursuant to Section 137F of the SFA or any note made by the Company of any particulars in such notification or response shall derogate or limit or restrict or qualify these provisions; and any proxy or instructions on any matter whatsoever given by the Depository or Depositors to the Company or the Directors shall not constitute any notification of trust and the acceptance of such proxies and the acceptance of or compliance with such instructions by the Company or the Directors shall not constitute the taking of any notice of a trust. | Company need not recognise trust |

ANNEX 2 – NEW CONSTITUTION

SHARE CERTIFICATES

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| 19. | Every person whose name is entered as a Member in the Register of Members shall be entitled to receive, within ten (10) Market Days (or such other period as may be prescribed by or approved by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) from time to time or by the provisions of the Statutes) of the closing date of any application for shares or, as the case may be, the date of lodgement of a registrable transfer, one (1) certificate for all his shares of any one class or several certificates in reasonable denominations each for a part of the shares so allotted or transferred and where a charge is made for certificates, such charge shall not exceed two dollars (S\$2/-) (or such other sum as may be approved by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) from time to time). Where such a Member transfers part only of the shares comprised in a certificate or where a registered shareholder requires the Company to cancel any certificate or certificates and issue new certificates for the purpose of subdividing his holding in a different manner, the old certificate or certificates shall be cancelled and a new certificate or certificates for the balance of such shares issued in lieu thereof and such Member shall pay a fee not exceeding two dollars (S\$2/-) for each such new certificate or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed). Where the Member is a Depositor the delivery by the Company to the Depository of provisional allotments or share certificates in respect of the aggregate entitlements of Depositors to new shares offered by way of rights issue or other preferential offering or bonus issue shall to the extent of the delivery discharge the Company from any further liability to each such Depositor in respect of his individual entitlement. | Entitlement to share certificate |
| 20. | The retention by the Directors of any unclaimed share certificates (or stock certificates as the case may be) shall not constitute the Company a trustee in respect thereof. Any share certificate (or stock certificate as the case may be) unclaimed after a period of six (6) years from the date of issue of such share certificate (or stock certificate as the case may be) may be forfeited and if so shall be dealt with in accordance with this Constitution <i>mutatis mutandis</i> . | Retention of certificate |
| 21. | The certificate of title to shares shall be issued under the Seal in such form as prescribed by the Directors from time to time, or executed as a deed in accordance with the Act. Every certificate shall bear the autographic or facsimile signatures of at least two (2) Directors or by one (1) Director and the Secretary or some other person appointed by the Directors, and shall specify the number and the class of shares to which it relates, whether the shares are fully or partly paid up, the amount (if any) unpaid on the shares and any other information as the Act may require. The facsimile signatures may be reproduced by mechanical, electrical or other means provided the method or system of reproducing signatures has first been approved by the Directors. No certificate shall be issued representing more than one (1) class of shares. | Form of share certificate |
| 22. | (1) Any two (2) or more certificates representing shares of any one class held by any person whose name is entered in the Register of Members may at his request be cancelled and a single new certificate for such shares issued in lieu without charge. | Consolidation of share certificates |

ANNEX 2 – NEW CONSTITUTION

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| (2) | If any person whose name is entered in the Register of Members shall surrender for cancellation a share certificate representing shares held by him and request the Company to issue in lieu two (2) or more share certificates representing such shares in such proportions as he may specify, the Directors may, if they think fit, comply with such request. Such person shall (unless such fee is waived by the Directors) pay a maximum fee of two dollars (S\$2/-) for each share certificate issued in lieu of a share certificate surrendered for cancellation or such other fee as the Directors may from time to time determine having regard to any limitation thereof as may be prescribed by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed). | Sub-division of share certificates |
| (3) | In the case of shares registered jointly in the names of several persons any such request may be made by any one (1) of the registered joint holders. | Requests by joint holders |
| 23. (1) | Subject to the provisions of the Act, if any share certificates shall be defaced, worn-out, destroyed, lost or stolen, it may be renewed or replaced on such evidence being produced and a letter of indemnity, undertaking and/or statutory declaration (if required) being given by the shareholder, transferee, person entitled, purchaser, member firm or member company of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) or on behalf of its/their client(s) as the Directors shall require, and in the case of defacement or wearing out, on delivery of the old certificate and in any case on payment of such sum not exceeding two dollars (S\$2/-) (or such other sum as may be approved by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) from time to time) as the Directors may from time to time require. In the case of destruction, loss or theft, the shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction, loss or theft. | Issue of replacement certificates |
| (2) | When any shares under the powers in this Constitution herein contained are transferred and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they may think fit from the certificate not so delivered up. | New certificate in place of one not surrendered |

JOINT HOLDERS OF SHARES

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| 24. | Where two (2) 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 deemed holding as joint tenants |
| (a) | the Company shall not be bound to register more than three (3) persons as the holders of any share, except in the case of executors, trustees or administrators of the estate of a deceased Member; | Limited to 3 joint holders |
| (b) | the joint holders of a share shall be liable severally as well as jointly in respect of all payments which ought to be made in respect of such share; | Jointly and severally liable |

ANNEX 2 – NEW CONSTITUTION

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| <p>(c) on the death of any one (1) of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share but the Directors may require such evidence of death as they may deem fit;</p> | Survivorship |
| <p>(d) any one (1) of such joint holders may give effectual receipts for any dividend or other moneys payable or property distributable to such joint holders on or in respect of the share; and</p> | Receipts |
| <p>(e) only the person whose name stands first in the Register of Members as one (1) of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive notices from the Company and any certificate delivered or notice given to such person shall be sufficient delivery or deemed notice to all the joint holders. Only the person whose name stands first in the Depository Register shall be entitled to receive notices from the Company and any notice given to such person shall be deemed notice to all the joint Depositors.</p> | Entitlement to delivery of share certificates and notice |

TRANSFER OF SHARES

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| 25. | <p>Subject to the restrictions of this Constitution and any restrictions imposed by law or the Exchange or the Depository (as the case may be), any Member may transfer all or any of his shares, but every transfer by any Member must either be by means of (a) an instrument of transfer of the legal title in shares in writing and in the usual common form approved by the Exchange, or in any other form acceptable to the Directors, and must be left at the Office (or such other place as the Directors may appoint) for registration, accompanied by the certificate(s) of the shares to be transferred, and such other evidence (if any) as the Directors may require to prove the title of the intending transferor, or his right to transfer the shares; or (b) book-entry in the Depository Register in accordance with the Act.</p> | Form of transfer |
| 26. | <p>Shares of different classes shall not be comprised in the same instrument of transfer.</p> | Different classes of shares |
| 27. | <p>The instrument of transfer of a share shall be signed by or on behalf of the transferor and the transferee and be witnessed, provided that an instrument of transfer in respect of which the transferee is the Depository or its nominee (as the case may be) shall be effective although not signed or witnessed by or on behalf of the Depository or its nominee (as the case may be). The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof; Provided always that the Directors may dispense with the execution of the instrument of transfer by the transferee in any case in which they think fit in their discretion so to do. This regulation shall not apply to any transfer of shares by way of book-entry in compliance with the SFA.</p> | Transferor and transferee to execute transfer |
| 28. | <p>All instruments of transfer which are registered shall be retained by the Company, but any instrument of transfer which the Directors may refuse to register shall (except in any case of fraud) be returned to the party presenting the same.</p> | Retention of transfer |

ANNEX 2 – NEW CONSTITUTION

29. No share shall in any circumstances be transferred to any infant, bankrupt or person who is mentally disordered and incapable of managing himself or his affairs but nothing herein contained shall be construed as imposing on the Company any liability in respect of the registration of such transfer if the Company has no actual knowledge of the same. Infant, bankrupt or mentally disordered
30. Subject to any legal requirements to the contrary, the Company shall be entitled to destroy (i) all instruments of transfer which have been registered at any time after the expiration of six (6) years from the date of registration thereof; (ii) all dividend mandates and notifications of change of address at any time after the expiration of six (6) years from the date of recording thereof; and (iii) all share certificates which have been cancelled at any time after the expiration of six (6) years from the date of the cancellation thereof and it shall be conclusively presumed in favour of the Company that every entry in the Register of Members purporting to have been made on the basis of an instrument of transfer or other documents so destroyed was duly and properly made and every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company, Destruction of transfer
- Provided always that:
- (a) the provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
 - (b) nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any circumstances which would not attach to the Company in the absence of this regulation;
 - (c) references herein to the destruction of any document include references to the disposal thereof in any manner; and
 - (d) any document referred to in this regulation 30(ii) and (iii) may be destroyed at a date earlier than that authorised by this regulation provided that a copy of such document shall have been made in any form whether in electronic or digital form which shall not be destroyed before the expiration of the period applicable to the destruction of the original of such document and in respect of which the Directors shall take adequate precautions for guarding against falsification and for facilitating its production.
31. (1) There shall be no restriction on the transfer of fully paid up shares (except where required by law or the listing rules of, or bye-laws and rules governing, the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed)) but the Directors may in their discretion decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid up may refuse to register a transfer to a transferee of whom they do not approve. Directors' power to decline to register

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- (2) The Directors may decline to recognise any instrument of transfer of shares unless:
- (a) a fee not exceeding two dollars (S\$2/-) (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) as the Directors may from time to time require, is paid to the Company in respect thereof; Payment of fee and deposit of transfer
 - (b) the amount of proper duty (if any) with which each instrument of transfer of shares is chargeable under any law for the time being in force relating to stamp duty is paid;
 - (c) the instrument of transfer is deposited at the Office (or such other place as the Directors may appoint) and is accompanied by a certificate of payment of stamp duty (if any), the certificate of the shares to which the transfer relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and where the instrument is executed by some other person on his behalf, the authority of the person so to do; and
 - (d) the instrument of transfer is in respect of only one (1) class of shares.
32. If the Directors refuse to register a transfer of any shares, they shall within ten (10) Market Days after the date on which the transfer was lodged with the Company (or such period of time as may be prescribed by the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed)) give to the transferor and to the transferee notice of their refusal to register as required by the Act. Notice of refusal to register
33. The Register of Members and the Depository Register may be closed at such times and for such period as the Directors may from time to time determine; Provided always that it shall not be closed for more than thirty (30) days in any year (in aggregate) and during such periods the Directors may suspend the registration of transfers. Further Provided always that the Company shall give prior notice of such closure as may be required to the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), stating the period and purpose or purposes for which the closure is to be made. Closure of Register of Members
34. Nothing in this Constitution shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person. Renunciation of allotment

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35. Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by relevant parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers, be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner. In every such case, the person registered as transferee, his executors, trustees, administrators and assigns, alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.
- Indemnity against wrongful transfer

TRANSMISSION OF SHARES

36. In the case of the death of a Member whose name is registered in the Register of Members, the survivors or survivor where the deceased was a joint holder, and the executors, trustees or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing herein contained shall release the estate of a deceased shareholder from any liability in respect of any share solely or jointly held by him.
- Transmission on death
37. In the case of the death of a Member who is a Depositor, the survivors or survivor where the deceased was a joint holder, and the executors, trustees or administrators of the deceased where he was a sole holder and where such executors, trustees or administrators are entered in the Depository Register in respect of any shares of the deceased, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased Depositor (whether sole or joint) from any liability in respect of any share held by him.
- Transmission on death of Depositor
38. (1) Any person becoming entitled to the legal title in a share in consequence of the death or bankruptcy of any Member whose name is entered in the Register of Members, and any guardian of an infant becoming entitled to the legal title in a share and whose name is entered in the Register of Members, and any person as properly has the management of the estate of a Member whose name is entered in the Register of Members and who is mentally disordered and incapable of managing himself or his affairs or any person becoming entitled to a share by virtue of a vesting order by a court of competent jurisdiction and recognised by the Company as having any title to that share may, upon producing such evidence of title as the Directors shall require, elect either to be registered himself as holder of the share or transfer the share to some other person, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by a Member.
- Person becoming entitled in certain circumstances may be registered

ANNEX 2 – NEW CONSTITUTION

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| (2) | If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to transfer the share to another person he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the event upon which transmission took place had not occurred and the notice or transfer were a transfer signed by the person from whom the title by transmission is derived. In the case of any person becoming entitled to the interest of a Depositor in respect of a share in consequence of the death of the Depositor, Section 81SQ of the SFA shall apply. | Requirements regarding transmission of shares |
| (3) | The Directors may at any time give notice requiring any such person to elect whether to be registered himself as a Member in the Register of Members or, (as the case may be), entered in the Depository Register in respect of the share or to transfer the share and if the notice is not complied with within sixty (60) days the Directors may thereafter withhold payment of all dividends or other moneys payable in respect of the share until the requirements of the notice have been complied with. | Notice to register to unregistered executors and trustees |
| 39. | Save as otherwise provided by or in accordance with this Constitution, a person becoming entitled to a share pursuant to regulation 36, 37 or 38 (upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share) shall be entitled to the same dividends and other advantages as those to which he would be entitled if he were the Member in respect of the share except that he shall not be entitled in respect thereof (except with the authority of the Directors) to exercise any right conferred by membership in relation to meetings of the Company or (save as aforesaid) to any of the rights or privileges of a Member in respect of the share, unless and until he shall be registered as the holder thereof; Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered or named in the Depository Register himself or to transfer the share, and if the notice is not complied with within sixty (60) days the Directors may thereafter withhold payment of all dividends or other moneys payable in respect of the share until the requirements of the notice have been complied with. | Rights of unregistered persons entitled to a share |
| 40. | There shall be paid to the Company in respect of the registration of any probate, letter of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any shares, such fee not exceeding two dollars (S\$2/-), or such other sum as may be approved by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) from time to time, as the Directors may from time to time require or prescribe. | Fees for registration of probate etc. |

ANNEX 2 – NEW CONSTITUTION

CALLS ON SHARES

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| 41. | The Directors may from time to time, as they think fit, make calls upon the Members in respect of any moneys unpaid on their shares or on any class of their shares and not by the conditions of the issue and allotment thereof made payable at fixed times; and each Member shall (subject to his having been given at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be made payable by instalments. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. A call may be revoked or postponed as the Directors may determine. | Directors may make calls on shares |
| 42. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed. | Time when new call made |
| 43. | If before or on the day appointed for payment thereof, a call payable in respect of a share is not paid, the person from whom the amount of the call is due shall pay interest on such amount at such rate not exceeding twelve per cent (12%) per annum as the Directors may determine from the day appointed for payment thereof to the time of actual payment, and shall also pay all costs, charges and expenses which the Company may have incurred or become liable for in order to procure payment of or in consequence of the non-payment of such call or instalment, but the Directors shall be at liberty to waive payment of such interest, costs, charges and expenses wholly or in part. | Interest and other late payment costs |
| 44. | Any sum which by the terms of issue of a share is made payable upon allotment or at any fixed date and any instalment of a call shall for all purposes of this Constitution be deemed to be a call duly made and payable on the date fixed for payment and, in the case of non-payment, the provisions of this Constitution as to payment of interest and expenses, forfeiture and the like and all other relevant provisions of the Statutes or of this Constitution shall apply as if such sum were a call duly made and notified as hereby provided. | Sum due on allotment or other fixed date |
| 45. | The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the time of payment of such calls. | Power of Directors to differentiate |
| 46. | The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money uncalled and unpaid upon the shares held by him and such payments in advance of calls shall extinguish (so far as the same shall extend) the liability upon the shares in respect of which it is made, and upon the money so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned, the Company may pay interest at a rate agreed between the Member paying such sum and the Directors provided that such rate may not exceed eight per cent (8%) per annum without the sanction of the Company in general meeting. Capital paid on shares in advance of calls shall not whilst carrying interest confer a right to participate in profits and until appropriated towards satisfaction of any call shall be treated as a loan to the Company and not as part of its capital and shall be repayable at any time if the Directors so decide. | Payment in advance of calls |

ANNEX 2 – NEW CONSTITUTION

FORFEITURE OF SHARES

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| 47. | If a Member fails to pay the whole or any part of any call or instalment of a call or interest, costs, charges or expenses referred to in regulation 43, by or on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment or interest, costs, charges or expenses remains unpaid, serve a notice on him requiring him to pay the same, together with any interest (including interest upon interest), costs, charges and/or expenses that may have been incurred by the Company by reason of such non-payment. | Notice requiring payment of unpaid calls |
| 48. | The notice shall name a further day (not being less than fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made. It shall also name the place where payment is to be made and shall state that, in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited. | Notice to state time and place of payment |
| 49. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. | Forfeiture of shares for non-compliance with notice |
| 50. | A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture notwithstanding that they shall have been declared. | Forfeiture to include all dividends |
| 51. | The Directors may accept a surrender of any share liable to be forfeited hereunder. | Directors may accept surrender in lieu |
| 52. | The forfeiture or surrender of a share shall involve the extinction at the time of forfeiture or surrender of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the Member whose share is forfeited or surrendered and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved, or as are by the Act given or imposed in the case of past Members. | Extinction of forfeited share |
| 53. | Notwithstanding any such forfeiture, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture, upon the terms of payment of all calls and interest due thereon and all expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit. | Directors may allow forfeited share to be redeemed |
| 54. | A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto or to any other person, on such terms and in such manner as the Directors think fit and at any time before a sale or disposition, the forfeiture or surrender may be cancelled on such terms as the Directors think fit. To give effect to any such sale, re-allotment or other disposition, the Directors are empowered to or may authorise some other person to transfer the shares to the purchaser. | Sale of forfeited shares |

ANNEX 2 – NEW CONSTITUTION

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| 55. | The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed and he shall thereupon be registered as the holder of the share and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share and after registration of the transfer, the validity of the sale shall not be nullified and the remedy (if any) of any person aggrieved by the sale shall be in damages only. | Company may receive consideration of sale |
| 56. | If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, trustees, administrators or assignees or as he directs. | Application of residue of proceeds of forfeiture |
| 57. | The Directors may accept a surrender of any share liable to be forfeited hereunder. A person whose shares have been forfeited or surrendered shall cease to be a Member in respect of the shares, but shall, notwithstanding such forfeiture or surrender, remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were payable by him to the Company in respect of the shares with interest thereon at the rate of twelve per cent (12%) per annum (or such lower rate as the Directors may approve) from the date of the forfeiture or surrender until payment in respect of the shares; but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares. The Directors may at their absolute discretion enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender or waive payment either wholly or in part. | Liabilities of Members whose shares forfeited |
| 58. | Notice of any forfeiture shall forthwith be given to the holder of the share forfeited or to the person entitled by transmission to the share forfeited as the case may be. An entry of the forfeiture with the date thereof and the fact of the notice given shall be made in the Register of Members or in the Depository Register (as the case may be) opposite the share. The provisions of this regulation are directory only, and no forfeiture shall be in any manner invalidated by any omission to give such notice or to make such entry as aforesaid. | Notice of forfeiture |

LIEN ON SHARES

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| 59. | (1) The Company shall have a first and paramount lien and charge on all the shares not fully paid up in the name of a Member (whether solely or jointly with others) and all dividends, interest and other distributions 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 monies 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 regulation. | Company's lien |
| | (2) No Member shall be entitled to receive any dividend or to exercise any privileges as a Member until he shall have paid all calls for the time being due and payable on every share held by him, whether along or jointly with any other person, together with interest and expenses (if any). | |

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60. For the purpose of enforcing such lien, the Directors may sell all or any of the shares subject thereto in such manner as they think fit, but no sale shall be made unless some sum in respect of which the lien exists is presently payable and until a notice in writing stating the amount due and demanding payment and giving notice of intention to sell in default, shall have been served in such a manner as the Directors shall think fit on such Member or the person (if any) entitled by transmission to the shares, and default in payment shall have been made by him or them for fourteen (14) days after such notice. To give effect to any such sale or other disposition, the Directors are empowered or may authorise some other person to transfer the shares to the purchaser.
- Sale of shares subject to lien
61. The net proceeds of any such sale shall be applied in or towards satisfaction of the unpaid calls and accrued interest and expenses due from the Member to the Company in respect of the shares and the residue (if any) shall be paid to the person whose shares have been forfeited or his executors, trustees, administrators or assignees or as he directs; Provided always that the Company shall be entitled to a lien upon such residue in respect of any money due to the Company but not presently payable like to that which it had upon the shares immediately before the sale thereof.
- Application of proceeds of sale
62. To give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser and the Directors may enter the purchaser's name in the Register of Members as holder of the shares or may request the Depository to enter the purchaser's name in the Depository Register as the Depositor thereof, and the purchaser shall not be bound to see to the regularity or validity of the transfer or be affected by any irregularity or invalidity in the proceedings or be bound to see to the application of the purchase money. After his name has been entered in the Register of Members or the Depository Register the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
- Transfer and title to shares sold
63. A statutory declaration in writing by a Director that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company of the consideration (if any) given for the share on the sale, re-allotment or disposal thereof, together with the certificate under seal for the share delivered to a purchaser (or where the purchaser is a Depositor, to the Depository or its nominee (as the case may be)) or allottee thereof, shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be entered in the Register of Members as the holder of the share or (as the case may be) in the Depository Register in respect of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the forfeiture, surrender, sale, re-allotment or disposal of the share.
- Statutory declaration that share duly forfeited

CONVERSION OF SHARES INTO STOCK

64. The Company may from time to time by Ordinary Resolution convert any paid up shares into stock and may from time to time by like resolution reconvert such stock into paid up shares.
- Conversion from share to stock and back to share

ANNEX 2 – NEW CONSTITUTION

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| 65. | When any shares have been converted into stock, the several holders of such stock may transfer their respective interests therein or any part of such interests in such manner as the Company in general meeting shall direct, but in the absence of such direction, the respective interests may be transferred in the same manner and subject to the same regulations as the shares from which the stock arose would have been transferred prior to conversion or as near thereto as circumstances will admit. But the Directors may if they think fit from time to time fix the minimum number of stock units transferable. | Transfer of stock |
| 66. | The holders of stock shall, according to the number of stock units held by them, have the same rights, privileges and advantages as regards dividend, return of capital, voting and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except as regards dividend and return of capital and the assets on winding up) shall be conferred by the number of stock units which would not, if existing in shares, have conferred that privilege or advantage, and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted. | Rights of stock-holders |
| 67. | All such provisions of this Constitution as are applicable to paid up shares shall apply to stock and in all such provisions the words 'share' and 'shareholder' shall include 'stock' and 'stockholder'. | Interpretation |

ALTERATIONS OF CAPITAL

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| 68. | (1) Subject to any direction to the contrary that may be given by the Company in general meeting or except as permitted under the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), all new shares shall before issue be offered to such Members who as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as far as the circumstances admit, to the number of the existing shares to which they are entitled or hold. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined. After the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the 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), in the opinion of the Directors, cannot be conveniently offered under this regulation 68(1). | Offer of new shares to members |
| | (2) Notwithstanding regulation 68(1), the Company may by Ordinary Resolution in general meeting give to the Directors a general authority, either unconditionally or subject to such conditions as may be specified in the Ordinary Resolution, to: | General authority for Directors to issue new shares and make or grant Instruments |
| | (a) (i) issue shares of the Company 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 | |

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

Provided 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 Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed);
- (2) in exercising the authority conferred by the Ordinary Resolution, the Company shall comply with the provisions of the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) for the time being in force (unless such compliance is waived by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed)) and 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 Act (whichever is the earliest).

69. Notwithstanding regulation 68 above but subject to the Act, the Directors shall not be required to offer any new shares or make or grant any Instruments to Members to whom by reason of foreign securities laws such offer of shares or making or granting of Instruments may not be made without registration of the shares or Instruments or a prospectus or other document, but may, at their absolute discretion and on such terms and conditions as the Directors deem fit, sell the entitlements to the new shares on behalf of such Members in such manner as they think most beneficial to the Company.

70. Subject to any directions that may be given in accordance with the powers contained in this Constitution, any capital raised by the creation of new shares shall be considered as part of the original capital as consisting of ordinary shares and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise as if it had been part of the original capital.

Capital raised
deemed original
capital

ANNEX 2 – NEW CONSTITUTION

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| 71. | (1) | The Company may by Ordinary Resolution or as otherwise permitted by the provisions of the Statutes: | Power to consolidate, cancel and sub-divide shares |
| | (a) | consolidate and divide all or any of its share capital; | |
| | (b) | subdivide its shares or any of them (subject nevertheless to the provisions of the Statutes and this Constitution) provided always that in such subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; | |
| | (c) | cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person or which have been forfeited and diminish the amount of its capital by the number of the shares so cancelled; and | |
| | (d) | subject to the provisions of the Statutes, convert its share capital or any class of shares from one currency to another currency. | |
| | (2) | The Company may by Special Resolution and subject to and in accordance with the Statutes and the listing rules of the Exchange, convert one class of shares into another class of shares. | Power to convert shares. |
| 72. | (1) | The Company may reduce its share capital or any undistributable reserve in any manner (including without limitation by return of capital in cash or in specie), subject to any requirements and consents required by law. Without prejudice to the foregoing, upon cancellation of any shares purchased or otherwise acquired by the Company pursuant to these regulations and the Act, the number of issued shares of the Company shall be diminished by the number of shares so cancelled, and where any such cancelled shares were purchased or acquired out of the capital of the Company, the amount of the share capital of the Company shall be reduced accordingly. | Reduction of share capital |
| | (2) | Subject to and in accordance with the provisions of the Act, the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) and any applicable legislation or regulation, the Company may authorise the Directors in general meeting to purchase or otherwise acquire ordinary shares, stocks, preference shares, options, debentures, debenture stocks, bonds, obligations, securities, and all other equity, derivative, debt and financial instruments issued by it on such terms as the Company may think fit and in the manner prescribed by the Act. The Company may deal with any such share which is so purchased or acquired by the Company in such manner as may be permitted by, and in accordance with, the Act (including without limitation, to hold such share as a treasury share). Without prejudice to the foregoing, upon cancellation of shares purchased or otherwise acquired by the Company pursuant to this Constitution and the Act, the number of issued shares of the Company shall be diminished by the number of shares so cancelled, and where any such cancelled shares were purchased or acquired out of the capital of the Company, the amount of the share capital of the Company shall be reduced accordingly. | Power to repurchase shares |

ANNEX 2 – NEW CONSTITUTION

GENERAL MEETINGS

73. Save as otherwise permitted under the Act, an annual general meeting shall be held in accordance with the requirements of the Act, at such time and place as may be determined by the Directors, but not more than four (4) months shall be allowed to elapse between the end of each financial year and such general meeting, unless the Registrar authorises an extension of time to hold such general meeting or as otherwise permitted by the Act. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Company shall hold all its general meetings in Singapore or such other jurisdiction as may be permitted by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed).
74. The Directors may whenever they think fit convene an extraordinary general meeting and an extraordinary general meeting shall also be convened on such requisition by Members in accordance with the Act or in default may be convened by such requisitionist as provided for under the Act. If at any time there are not within Singapore sufficient Directors capable of action to form a quorum at a meeting of Directors, any Director may convene an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be convened by the Directors.

Annual general meetings and extraordinary general meetings

Calling for extraordinary general meetings

NOTICE OF GENERAL MEETINGS

75. Any general meeting at which it is proposed to pass Special Resolutions or (save as provided by the Statutes) a resolution of which special notice has been given to the Company pursuant to the Act, shall be called by at least twenty-one (21) clear days' notice in writing. An annual general meeting or any other general meeting shall be called by at least fourteen (14) clear days' notice in writing. The notice must specify the place, the day and the hour of the meeting. Such notice shall be given in the manner hereinafter mentioned to such persons as are under the provisions of this Constitution and the Act entitled to receive such notices from the Company. The period of notice shall 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. So long as the shares in the Company are listed on the Exchange, at least fourteen (14) days' notice of every general meeting shall be given by advertisement in the daily press and in writing to the Exchange (and where applicable, to any other securities exchange upon which the shares in the Company are listed).
- Subject to the provisions of the Act and the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), notwithstanding that a general meeting has been called by a shorter notice than that specified above, it shall be deemed to have been duly called if it is agreed:
- (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 ninety-five per cent (95%) of the total voting rights of all the Members having a right to vote at that meeting.

Notice of meeting

Shorter notice

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Provided also that the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

Accidental omission

76. Notice of every general meeting shall be given in any manner authorised by this Constitution to:

Persons to whom notice of meeting is to be given

- (a) every Member holding shares conferring the right to attend and vote at the meeting who at the time of the convening of the meeting shall have paid all calls or other sums presently payable by him in respect of shares;
- (b) every person entitled to a share in consequence of the death or bankruptcy or otherwise of a Member who but for the same would be entitled to receive notice of the meeting;
- (c) every Director;
- (d) the Auditors, without prejudice to regulation 180; and
- (e) the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed).

No other person shall be entitled to receive notices of general meetings; Provided always that if the meeting is called for the alteration of the objects of the Company, the notice shall comply with the provisions of Section 33 of the Act regarding notices to debenture holders.

77. There shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of him and that such proxy need not be a Member.

Contents of notice for general meeting

78. Routine business shall mean and include only business transacted at an annual general meeting of the following classes, that is to say:

Routine and special business

- (a) receiving and adopting the financial statements, the Directors' statement, the Auditor's report and other documents required to be attached to the financial statements;
- (b) appointing or re-appointing Directors to fill vacancies arising at the meeting on retirement whether by rotation or otherwise;
- (c) fixing of the fees of Directors proposed to be paid under regulation 103(1);
- (d) declaring dividends; and
- (e) appointing or re-appointing Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed.

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Save for the abovementioned classes, all business that is transacted at an annual general meeting of the Company shall be deemed special. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution on the Company in respect of such special business.

79. In the case of an annual general meeting, the notice shall specify the meeting as such. In the case of any general meeting at which business other than routine business is to be transacted (special business), the notice shall specify the general nature of the special business, and if any resolution is to be proposed as a Special Resolution or as requiring special notice, the notice shall contain a statement to that effect.
- Notice to specify nature of special business

PROCEEDINGS AT GENERAL MEETINGS

80. No business other than the appointment of a chairman shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Except as herein otherwise provided, two (2) Members present in person shall form a quorum. For the purposes of this regulation, 'Member' includes a person attending as a proxy and a corporation being a Member shall be deemed to be personally present if represented in accordance with the provisions of Section 179(3) of the Act and such corporation's representative is not otherwise entitled to be present at the meeting as a Member or proxy or as a corporate representative of another Member. Provided always that (i) a proxy representing more than one (1) Member shall only count as one (1) Member for the purpose of determining the quorum; and (ii) where a Member is represented by more than one (1) proxy such proxies shall count as only one (1) Member for the purpose of determining the quorum.
- Quorum
81. If within half an hour from the time appointed for the holding of a general meeting (or such longer interval as the chairman of the meeting may think fit to allow) a quorum is not present, the meeting if convened on the requisition of Members shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (or if that day is a public holiday then the next business day following that public holiday) at the same time and place or to such other day, time or place as the Directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Member(s) present in person or by proxy or attorney or in the case of a corporation by a representative shall be a quorum.
- Adjournment if quorum not present
82. The Chairman of the Board or, in his absence, the Deputy Chairman (if any) shall preside as Chairman at every general meeting, but if there be no such Chairman or Deputy Chairman, or if at any meeting he shall not be present within fifteen (15) minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the Directors present shall choose some Director to be Chairman of the meeting, or if no Director be present, or if all the Directors present decline to take the chair, the Members present shall choose one of themselves to be Chairman of the meeting.
- Chairman

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83. The Chairman of any meeting at which a quorum is present may, with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time (or *sine die*) and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting from which the adjournment took place. Where a meeting is adjourned *sine die*, the time and place for the adjourned meeting shall be fixed by the Directors. When a meeting is adjourned for thirty (30) days or more or *sine die*, not less than seven (7) days' notice of the adjourned meeting shall be given in like manner as in the case of the original meeting. Save as hereinbefore expressly provided, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- Adjournment by chairman
84. (1) If required by the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), all resolutions at general meetings shall be voted by poll (unless such requirement is waived by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed)).
- Mandatory Polling
- (2) Subject to regulation 84(1), at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:
- Method of voting where mandatory polling not required
- (a) the Chairman of the meeting; or
 - (b) at least two (2) Members present in person or by proxy (where a Member has appointed more than one (1) proxy, any one (1) of such proxies may represent that Member) or attorney or in the case of a corporation by a representative, and entitled to vote thereat; or
 - (c) any Member or Members present in person or by proxy (where a Member has appointed more than one (1) proxy, any one (1) of such proxies may represent that Member) or attorney or in the case of a corporation by a representative or any number or combination of such Members, holding or representing not less than five per cent (5%) of the total voting rights of all the Members having the right to vote at the meeting; or
 - (d) any Member or Members present in person or by proxy (where a Member has appointed more than one (1) proxy, any one of such proxies may represent that Member) or attorney or in the case of a corporation by a representative or any number or combination of such Members, holding or representing 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 (5%) of the total sum paid up on all the shares conferring that right.

A demand for a poll made pursuant to regulation 84(2) may be withdrawn only with the approval of the Chairman of the meeting, and any such demand shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded. Unless a poll is so demanded (and the demand is not withdrawn), a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

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| 85. | In the case of an equality of votes whether on a poll or on a show of hands, the Chairman shall be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled to as a Member or as a proxy of a Member. | Equality of votes |
| 86. | Subject to regulation 87, where a poll is taken, it shall be taken in such manner (including the use of ballot or voting papers or tickets) and at such time (not being more than thirty (30) days from the date of the meeting) and place as the Chairman of the meeting may direct and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken. No notice need be given of a poll not taken at once. In case of any dispute as to the admission or rejection of a vote, the Chairman shall determine the same and such determination made in good faith shall be final and conclusive. The Chairman of the meeting may (and, if required by the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) or if so directed by the meeting shall) appoint scrutineer(s) and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll. | How a poll is to be taken |
| 87. | No poll shall be demanded on the election of a Chairman of a meeting or on a question of adjournment. A poll on any other question shall be taken either immediately or at such subsequent time as the Chairman of the meeting may direct. No notice need be given of a poll not taken at once. | Time for taking a poll |
| 88. | Subject to the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), if at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected, or if votes are not counted which ought to have been counted, the error shall not vitiate the result of the vote unless it is pointed out at the same meeting at which the vote is taken or at any adjournment thereof, and is in the opinion of the Chairman of sufficient magnitude to vitiate the result of the voting. The decision of the Chairman of the meeting on such matters shall be final and conclusive. | Error in counting votes |
| 89. | Subject to the Act and to the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) the Members may, if the Directors at their absolute discretion deem fit, participate at a general meeting by telephone or video conference or by means of similar communication equipment whereby all persons participating in the meeting are able to hear and be heard, see and speak by any means of synchronous communication that the Directors may determine and such participation shall constitute presence in person at such meeting and Members (or their proxy or, in the case of a corporation, their respective corporate representatives) so participating shall be counted in the quorum for the meeting. Subject to the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), such a meeting shall be deemed to take place where the largest group of Members (or their proxy, or in the case of a corporation, their respective corporate representatives) present for purposes of the meeting is assembled or, if there is no such group, where the Chairman of the meeting is present. | Meetings via electronic means |

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VOTES OF MEMBERS

90. (1) Each Member entitled to vote may vote in person or by proxy or attorney, and (in the case of a corporation) by a representative. A person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. Voting rights of Members
- (2) 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 regulation 9, every Member who is present in person or by proxy, attorney or corporate representative (as applicable) shall have one (1) vote for every share which he holds or represents, Provided always that:
- (a) where a Member is represented by one (1) or more proxies and the voting is conducted by way of a poll, the provisions of regulation 94 shall apply; and:
 - (b) where a Member who is not a relevant intermediary is represented by two (2) proxies, only one (1) of the two (2) proxies as determined by that Member, or failing such determination, by the Chairman of the meeting (or by a person authorised by him) in his sole discretion shall be entitled to vote on a show of hands; and
 - (c) where a Member who is a relevant intermediary is represented by two (2) or more proxies, each proxy shall be entitled to vote on a show of hands.
- (3) 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 seventy-two (72) hours (or any such time permitted under the Statutes) before the time of the relevant general meeting (the “**cut-off time**”) as certified by the Depository to the Company. For the purpose of determining the number of votes which a Depositor or his proxy may cast on a poll, the Depositor or his proxy shall be deemed to hold or represent that number of shares entered in the Depositor’s Securities Account at the cut-off time as certified by the Depository to the Company, or where a Depositor has apportioned the balance standing to his Securities Account as at the cut-off time between two (2) proxies, to apportion the said number of shares between the two (2) proxies in the same proportion as specified by the Depositor in appointing the proxies; and accordingly no instrument appointing a proxy of a Depositor shall be rendered invalid merely by reason of any discrepancy between the number of shares standing to the credit of that Depositor’s Securities Account as at the cut-off time, and the true balance standing to the Securities Account of a Depositor as at the time of the relevant general meeting, if the instrument is dealt with in such manner as aforesaid.

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91. A Member who is mentally disordered or whose person or estate is liable to be dealt with in any way under the law relating to mental capacity may vote, whether on a show of hands or on a poll, by his committee, curator bonis or such other person as properly has the management of his estate and any such committee, curator bonis or other person may vote by proxy or attorney, but no person claiming to vote pursuant to this regulation shall do so unless such evidence as the Directors may require of his authority shall have been deposited at the Office not less than seventy-two (72) hours before the time for holding the meeting at which he wishes to vote.
- Voting rights of Members who are mentally disordered
92. In the case of joint Members, any one (1) of such Members may vote and be reckoned in a quorum at any general meeting, whether in person or by proxy, but if more than one (1) such Member is present at the meeting, then in voting upon any question, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders of the share and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members or the Depository Register (as the case may be). Several executors, trustees or administrators of a deceased Member in whose name any share stands shall for the purpose of this regulation be deemed joint holders thereof.
- Voting rights of joint holders
93. Save as expressly provided herein or in the Act, no person other than a Member duly registered, and only in respect of shares upon which all calls due to the Company have been paid, shall be entitled to be present or to vote on any question, either personally or by proxy, attorney or representative at any general meeting. Where a Member is required by the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) or a court order to abstain from voting on a resolution at a general meeting, such Member shall not be entitled to vote on the relevant resolution and shall be required to abstain from voting, whether in person or by proxy, in respect of such resolution, and the Company shall be entitled to disregard any votes cast by such Member in contravention of this regulation, to the extent permitted by the Act, the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) and any other applicable laws and regulations.
- Right to vote
94. (1) Subject to the provisions of the Statutes:
- Appointment of proxies
- (a) a Member who is not a relevant intermediary may appoint not more than two (2) proxies to attend, speak and vote at the same general meeting. Where such Member's form of proxy appoints more than one (1) proxy, the proxy form shall specify the proportion of the Member's shareholding to be represented by each proxy and if no such proportion is specified, the first named proxy shall be deemed to represent 100% of the shareholdings and any second-named proxy shall be deemed to be an alternate to the first-named; and
- (b) a Member who is a relevant intermediary may appoint more than two (2) proxies to attend, speak and vote at the same general meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member, and the proxy form shall specify the number and class of shares in relation to which each proxy has been appointed. If the form does not specify the required information, the first-named proxy shall be deemed to represent 100% of the shareholdings and any second named proxy shall be treated as an alternate to the first named.

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| (2) | In any case where a Member is a Depositor, the Company shall be entitled: | Shares entered in Depository Register |
| | <p>(a) to reject any instrument of proxy lodged by that Depositor if he is not shown to have any shares entered against his name in the Depository Register as at seventy-two (72) hours (or any such time permitted under the Statutes) before the time of the relevant general meeting as certified by the Depository to the Company; and</p> <p>(b) to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by 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 seventy-two (72) hours (or any such time permitted under the Statutes) 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.</p> | |
| (3) | The Company shall be entitled and bound, in determining rights to vote and other matters in respect of a completed instrument of proxy submitted to it, to have regard to the instructions (if any) given by and the notes (if any) set out in the instrument of proxy. | Notes and instructions |
| (4) | A proxy or attorney need not be a Member. | Proxy need not be a Member |
| (5) | Voting right(s) attached to any shares in respect of which a Member has not appointed a proxy may only be exercised at the relevant general meeting by the Member personally or by his attorney, or in the case of a corporation by its representative. | |
| (6) | A Member who has deposited an instrument appointing any number of proxies to vote on his behalf at a general meeting shall not be precluded from attending and voting in person at that general meeting. Any such appointment of all the proxies concerned shall be deemed to be revoked upon the attendance of the Member appointing the proxy/proxies at the relevant general meeting. | Attendance of Member at meeting |
| 95. | <p>(1) An instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may approve and:</p> <p>(a) in the case of an individual, shall be:</p> <p style="margin-left: 40px;">(i) signed by the appointor or his attorney if the instrument is delivered personally or sent by post; or</p> <p style="margin-left: 40px;">(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</p> | Execution of proxies |

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- (b) in the case of a corporation, shall be:
 - (i) either given under its common seal, executed as a deed in accordance with the Act or signed on its behalf by an attorney or a duly authorised officer of the corporation, or in some other manner approved by the Directors, 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 this regulation, designate procedures for authenticating any such instrument, and any such instrument not so authenticated by use of such procedures shall be deemed not to have been received by the Company.

- (2) The signature on, or authorisation of, such instrument need not be witnessed. Where an instrument appointing a proxy is signed or authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy pursuant to regulation 96(1), failing which the instrument may be treated as invalid.

Witness and authority

- (3) The Directors may, in their absolute discretion:
 - (a) approve the method and manner for an instrument appointing a proxy to be authorised; and
 - (b) designate the procedure for authenticating an instrument appointing a proxy,

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

as contemplated in regulations 95(1)(a)(ii) and 95(1)(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), regulation 95(1)(a)(i) and/or (as the case maybe) regulation 95(1)(b)(i) shall apply.

- (4) The instrument appointing a proxy is deemed to confer authority generally to act at the meeting for the Member giving the proxy, including authority to demand or join in demanding a poll, to move any resolution or amendment thereto and to speak at the meeting.

96. (1) 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 means, must be received through such means as specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting,

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and in either case, not less than seventy-two (72) 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 regulation 96 for the purposes of any meeting shall not be required again to be delivered for the purposes of any subsequent meeting to which it relates.

- (2) In the event that forms of proxy are sent to Members together with any notice of meeting, the accidental omission to include the form of proxy to, or the non-receipt of such form of proxy by, any person entitled to receive a notice of meeting shall not invalidate any resolution passed or any proceeding at any such meeting. Accidental omission of proxy form
97. Unless otherwise directed by the Chairman of the meeting, a vote cast by proxy shall not be invalidated by the previous death or 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 always that no intimation in writing of such death, mental disorder or revocation shall have been received by the Company at the Office at least one (1) 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 of Member
98. Any corporation which is a Member may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members and the persons so authorised shall be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Member. The Company shall be entitled to treat a certificate under the seal of the corporation as conclusive evidence of the appointment or revocation of appointment of a representative under this regulation. Corporations acting via representative
99. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision as to its validity shall be final and conclusive. Objections
100. Subject to this Constitution and any applicable legislation, the Board may, at its sole discretion, approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow Members who are unable to vote in person at any general meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail, or facsimile. Voting in absentia

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DIRECTORS

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| 101. | Subject to the Act and to the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares of the Company are listed), the number of Directors, all of whom shall be natural persons, shall not be less than two (2) nor unless otherwise determined by a general meeting of more than twelve (12). | Number of Directors |
| 102. | A Director need not be a Member and shall not be required to hold any shares of the Company by way of qualification. A Director who is not a Member shall nevertheless be entitled to receive notice of, attend and speak at all general meetings of the Company. | Qualifications |
| 103. | (1) The fees of the Directors shall be determined from time to time by an Ordinary Resolution of the Company and such fees shall (unless such resolution otherwise provides) not be increased except pursuant to an Ordinary Resolution passed at a general meeting where notice of the proposed increase shall have been given in the notice convening the meeting. Such fees shall (unless such resolution otherwise provides) be divided among the Directors in such proportions and manner as they may agree and in default of agreement equally, except that in the latter event any Director who shall hold office for part only of the period in respect of which such fee is payable shall be entitled only to rank in such division for the proportion of fee related to the period during which he has held office. | Fees for Directors |
| | (2) Any Director who holds any executive office or serves on any committee or who otherwise performs or renders services, which in the opinion of the Directors are outside the scope of his ordinary duties as a Director, may, subject to the Act, be paid such extra remuneration as the Directors may determine, subject however as is hereinafter provided in this regulation. Such extra remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum or by way of salary, or, except in the case of a non-executive Director, by a percentage of profits, or by any or all of those modes. | Extra remuneration |
| | (3) The fees (including any remuneration under regulation 103(2) above) in the case of a non-executive Director shall comprise: (a) fees which shall be a fixed sum; and/or (b) such fixed number of shares in the capital of the Company, and shall not at any time be by commission on, or percentage of, the profits or turnover. Salaries payable to Executive Directors may not include a commission on, or percentage of turnover. | Remuneration by fixed sum |
| 104. | The Directors shall be entitled to be repaid all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company, in the course of the performance of their duties as Directors. | Reimbursement of expenses |

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| 105. (1) | Subject to the Act, the Directors on behalf of the Company may pay a gratuity or pension or allowance (either revocable or irrevocable and either subject or not subject to any terms and conditions) on or at any time after retirement to any Executive Director (as hereinafter defined) who had held any other salaried office or place of profit with the Company or under any associated company or on or after his death to his widow or other dependents and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance. | Pensions to Directors and dependents |
| (2) | The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation fund or life assurance scheme or any other scheme whatsoever out of the Company's monies, for the Company or concur with associated companies in establishing and maintaining any scheme or funds for the benefit of and pay, provide for or procure the grant of donations, gratuities, pensions, superannuation benefits, sickness or compassionate allowance, life assurances or other allowances, benefits or emoluments to any staff or employees (including any Director for the time being holding any executive office or any office of profit in the Company) who are or shall have been at any time in the employment or service of the Company or any associated company, and the widows or other dependants of any such persons. | Benefits for employees |
| (3) | The expression "associated company" for the purposes of this Constitution shall include any company which is the holding company of the Company or a subsidiary of the Company or of any such holding company or which in the opinion of the Directors can properly be regarded as being connected with the Company or with any such company as aforesaid. | Definition of associated company |
| (4) | In this Constitution, the expression "Executive Director" shall mean and include any Director including a Managing Director (or such person holding an equivalent position) who has been or is engaged substantially whole-time in the business of the Company or any associated company or partly in one and partly in another. | Definition of Executive Director |
| 106. (1) | Other than the office of Auditor, a Director may hold any other office or place of profit in the Company and he or any firm of which he is a member or any company of which he is a Director or shareholder may act in a professional capacity for the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. Subject to the Act, no Director or intending Director shall be disqualified by his office from contracting or entering into any arrangement with the Company whether as vendor, purchaser, lessor, lessee, mortgagor, mortgagee, manager, agent, broker or otherwise howsoever nor shall such contract or arrangement or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested whether directly or indirectly be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established. Provided always that he has complied with the requirements of Section 156 of the Act as to disclosure. | Power of Directors to hold office of profit and to contract with Company |

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- (2) Every Director and any relevant officer of the Company (to whom Section 156 of the Act applies) shall observe the provisions of Section 156 of the Act relating to the disclosure of the interests in transactions or proposed transactions with the Company or of any office or property held by him which might create duties or interests in conflict with his duties or interests as a Director or such officer (as the case may be). Notwithstanding such disclosure, a Director shall not vote in regard to any transaction or arrangement or any other proposal whatsoever in which he has directly or indirectly a personal material interest, but this prohibition as to voting shall not apply to any transaction by or on behalf of the Company to give to the Directors or any of them any security by way of any lawful indemnity or to any allotment of shares in or debentures of the Company to any Director. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.
- (3) The provisions of regulation 106(2) may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction by the Company in general meeting, and any particular contract, arrangement or transaction carried out in contravention of this regulation may be ratified by Ordinary Resolution of the Company, or as otherwise provided in this Constitution.
107. (1) A Director may be or become a director of, or hold any office or place of profit (other than as auditor), or be otherwise interested in any company in which the Company may be interested as vendor, purchaser, shareholder or otherwise and such Director shall not be accountable for any fees, remuneration or other benefits received by him as a Director or officer of, or by virtue of his interest in such other company unless the Company otherwise directs.
- (2) Subject always to regulation 106(2), the Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner and in all respects as the Directors think fit in the interests of the Company (including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors of such company or voting or providing for the payment of remuneration to the directors of such company or managers or officers of such firm or limited liability partnership) and any such director of the Company may vote in favour of the exercise of such voting powers in the manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company or manager or officers of such firm or limited liability partnership.
108. The Company in general meeting may, subject to the provisions of this Constitution and any requirements of the Act, by Ordinary Resolution of which special notice has been given to all Members entitled to receive notices, from time to time remove any Director before the expiration of his period of office (notwithstanding anything in this Constitution or in any agreement between the Company and such Director) and appoint another person in place of the Director so removed (and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director), and may increase or reduce the number of Directors, and may alter their share qualifications (if any). Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy in accordance with regulation 115.
- Directors and chief executive officer to observe Section 156 of the Act
- Holding of office in other companies
- Directors may exercise voting power conferred by Company's shares in another company
- Removal of Director and change in maximum number of Directors

ANNEX 2 – NEW CONSTITUTION

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| 109. | Subject as herein otherwise provided, the office of a Director shall be vacated in any of the following events, namely: | Vacation of office of
Director |
| | <ul style="list-style-type: none"> (a) if he is prohibited by law from acting as a Director; (b) if he ceases to be a Director by virtue of any of the provisions of the Act; (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; (d) if a bankruptcy order is made against him or if he suspends payments or makes any arrangement or composition with his creditors generally; (e) if he becomes 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; (f) if he becomes disqualified from acting as a director by virtue of his disqualification in any jurisdiction for reasons other than on technical grounds (in which case he must immediately resign from the Board) or removal or the revocation of his appointment as a director, as the case may be, under any applicable laws; (g) if he absents himself from the meetings of the Directors during a continuous period of six (6) months without special leave of absence from the Board and they pass a resolution that he has by reason of such absence vacated office; (h) if he is requested in writing by a majority of the other Directors for the time being to vacate office; and (i) if he is removed from office by the Company in general meeting pursuant to this Constitution. | |
| 110. | <ul style="list-style-type: none"> (1) The Directors may from time to time appoint one or more of their body to be the holder of an executive office (including, where considered appropriate, the office of Chairman or Deputy Chairman) on such terms and for such period as they may (subject to the provisions of the Act) determine and, without prejudice to the terms of any contract entered into in any particular case, may at any time revoke such appointment. (2) The appointment of any Director to the office of Chairman or Deputy Chairman shall automatically determine if he ceases to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company. | <p>Directors may hold
executive offices</p> <p>Cessation of
directorship of
Chairman or Deputy
Chairman</p> |

ANNEX 2 – NEW CONSTITUTION

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| (3) The appointment of any Director to any other executive office shall not automatically determine if he ceases from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise, in which event such determination shall be without prejudice to any claim for damages for breach of any contract of service between him and the Company. | Cessation of directorship of Executive Director |
| (4) The Directors may entrust to and confer upon any Directors holding any executive office any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of or in substitution for all or any of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers. | Power of Executive Directors |

ROTATION OF DIRECTORS

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| 111. Subject to this Constitution and to the Act, at each annual general meeting at least one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third), selected in accordance with regulation 112, shall retire from office by rotation (in addition to any Director retiring pursuant to regulation 108), Provided That all Directors shall submit themselves for re-nomination and re-election at regular intervals and at least once every three (3) years. | Retirement of Directors by rotation |
| 112. The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment or have been in office for the three (3) years since their last election and so that as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election. | Selection of Directors to retire |
| 113. The Company at the meeting at which a Director retires under any provision of this Constitution may by Ordinary Resolution fill the vacated office by electing thereto the retiring Director or some other person eligible for appointment. In default the retiring Director shall be deemed to have been re-elected, unless:

(a) at such meeting it is expressly resolved not to fill up such vacated office or a resolution for the re-election of such Director is put to the meeting and lost; or

(b) such Director is disqualified under the Act from holding office as a Director or has given notice in writing to the Company that he is unwilling to be re-elected; or

(c) such Director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds; or

(d) the default is due to the moving of a resolution in contravention of Section 150 of the Act. | Deemed re-appointed |

ANNEX 2 – NEW CONSTITUTION

The retirement shall not take 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.

114. No person, other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for appointment as a Director at any general meeting unless not less than eleven (11) nor more than forty-two (42) clear days (exclusive of the date on which the notice is given) before the date appointed for the meeting there shall have been left at the Office (a) a notice in writing signed by some Member (other than the person to be proposed), duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election; or (b) a notice in writing duly signed by the nominee giving his consent to the nomination and signifying his candidature for the office, Provided always that, in the case of a person recommended by the Directors for election, not less than nine (9) clear days' notice only shall be necessary, and notice of each and every candidate for election shall be served on all Members at least seven (7) days prior to the meeting at which the election is to take place, provided that the nominating committee, appointed pursuant to regulation 123 has given notice in writing to the Directors confirming that such Director has met the requisite standards pursuant to the listing rules of the Exchange. In the case of appointment or re-appointment of independent Directors as defined in the Code of Corporate Governance, the nominating committee must further confirm the independence of such Director.
115. The Company may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director but the total number of Directors shall not at any time exceed the maximum number (if any) fixed by this Constitution. Without prejudice thereto, the Directors shall have power at any time and from time to time to do so, but any person so appointed by the Directors shall hold office only until the next annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

Notice of intention to appoint Director

Directors' power to fill casual vacancies and to appoint additional Directors

MANAGING DIRECTOR

116. The Directors may from time to time appoint one (1) or more of their body to be Managing Director(s) of the Company (or any equivalent appointment(s) howsoever described) and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their places. Where an appointment is for a fixed term such term shall not exceed five (5) years.
117. Subject to the provisions of any contract between a Managing Director (or any person holding an equivalent appointment) and the Company, the Managing Director (or any person holding an equivalent appointment) who is a Director shall comply with the same provisions as to retirement by rotation, resignation and removal as the other Directors. The appointment of a Managing Director (or any person holding an equivalent appointment) who is a Director shall automatically determine if he ceases from any cause to be a Director.

Appointment, resignation and removal of Managing Director

Managing Director subject to retirement by rotation

ANNEX 2 – NEW CONSTITUTION

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| 118. | A Managing Director (or any person holding an equivalent appointment) shall, subject to the Act and to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, commission or participation in profit, or partly in one way and partly in another) as the Directors may determine; but he shall not under any circumstance be remunerated by a commission on or a percentage of turnover. | Remuneration of Managing Director |
| 119. | The Directors may entrust to and confer upon a Managing Director (or any person holding an equivalent appointment) any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of or in substitution for all or any of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers. A Managing Director (or any person holding an equivalent appointment) shall be subject to the control of the Board. | Power of Managing Director |

POWERS AND DUTIES OF DIRECTORS

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| 120. | The business and affairs of the Company shall be managed by, or under the direction or supervision of, the Directors who may exercise all such powers of the Company as are not by the Statutes or by 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 a general meeting. The general powers given by this regulation shall not be limited or restricted by any special authority or power given to the Directors by any other regulation. | Directors' general power to manage |
| 121. | The Directors may establish any local boards or agencies for managing any affairs of the Company, either in Singapore or elsewhere, and may appoint any persons to be members of such local boards or any managers or agents, and may fix their remuneration and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person acting in good faith and without notice of any such annulment or variation shall be affected thereby. | Establishing local Boards |
| 122. | Subject to the Statutes and the provisions of this Constitution, the Directors may at their discretion exercise all powers of the Company to borrow or otherwise raise money, to mortgage, charge or hypothecate all or any of the property or business of the Company including any uncalled or called but unpaid capital and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party. | Power to borrow |
| 123. | (1) The Directors may delegate any of their powers or discretion to committees consisting of one or more members of their body as they think fit and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon them by the Board. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee. | Power to delegate to committee |

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- (2) Without prejudice to the generality of regulation 123(1), the Directors must at a minimum appoint an audit committee as required by the Act, and such other committees as may be prescribed by the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) as deemed appropriate by the Directors. Each of these committees must in the exercise of the powers delegated to them conform with the Act (and any such regulations made thereunder), the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), and such terms of reference as are put together.
124. The meetings and proceedings of any such committee consisting of two (2) or more members shall be governed *mutatis mutandis* by the provisions of this Constitution regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding regulation.
125. The Directors may, at any time, and from time to time, by power of attorney under the Seal or executed as a deed in accordance with the Act, appoint any corporation, firm, limited liability partnership, or person or any body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution), and for such period and subject to such conditions as the Directors may from time to time think fit, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Directors may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.
126. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments in which the Company is in any way concerned or interested and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.
127. All acts done by any meeting of Directors or of a committee of Directors or by any person acting as Director or as a member of any such committee, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were or was disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of the committee and had been entitled to vote.
128. The Company or the Directors on behalf of the Company may in exercise of the powers in that behalf conferred by the Act, cause to be kept a Branch Register or Register of Members, and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit in respect of the keeping of any such Register.
- Proceedings of committees
- Power to appoint attorneys
- Signing of cheques and bills
- Validity of acts despite defect in appointment
- Branch register

ANNEX 2 – NEW CONSTITUTION

ALTERNATE DIRECTOR

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| 129. | Any Director may at any time by writing under his hand and deposited at the Office, or delivered at a meeting of the Directors, appoint any person (other than another Director or an Alternate Director) approved by a majority of his co-Directors to be his Alternate Director during such period as he thinks fit and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by such majority of the co-Directors, shall have effect only upon and subject to being so approved. | Appointment of Alternate Director |
| 130. | No Director may act as an Alternate Director of the Company. A person may not act as an Alternate Director for more than one (1) Director at the same time. | No Director may act as Alternate Director |
| 131. | The appointment of an Alternate Director shall <i>ipso facto</i> terminate on the happening of any event which if he were a Director would render his office as a Director to be vacated and his appointment shall also terminate <i>ipso facto</i> if his appointor ceases for any reason to be a Director. | Determination of appointment |
| 132. | An Alternate Director shall (subject to his giving to the Company an address in Singapore) be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings of such meeting the provisions of this Constitution shall apply as if he (instead of his appointor) were a Director. If his appointor is for the time being absent from Singapore or temporarily unable to act through ill health or disability, his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Directors may from time to time determine in relation to any committee of the Directors, the foregoing provisions of this paragraph shall also apply <i>mutatis mutandis</i> to any meeting of any such committee of which his appointor is a member. An Alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of this Constitution. | Notices and attendance at meetings |
| 133. | An Alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent <i>mutatis mutandis</i> as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as Alternate Director any remuneration except such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. Any fee paid to an Alternate Director shall be deducted from the remuneration otherwise payable to his appointor. | Remuneration |
| 134. | An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being under this Constitution but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote. Provided that he shall not constitute a quorum if he is the only person present at the meeting. | Alternate Director counted for quorum purposes |
| 135. | An Alternate Director shall not be required to hold any share qualification. | Alternate Director need not hold share qualification |

ANNEX 2 – NEW CONSTITUTION

PROCEEDINGS OF DIRECTORS

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| 136. | The Directors or any committee of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of the business of the Directors may be fixed from time to time by the Directors and unless so fixed at any other number, a majority of the Directors for the time being appointed to the Board shall be a quorum. Subject to the provisions of this Constitution, questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote Provided always that the Chairman of a meeting at which only two (2) Directors are present and form the quorum or only two (2) Directors are competent to vote on the question at issue, shall not have a second or casting vote. A meeting of the Directors or any committee of Directors at which a quorum is present at the time the meeting proceeds to business shall be competent to exercise all the powers and discretions for the time being exercisable by the Directors or such committee of Directors. | Meetings of Directors and quorum |
| 137. | A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors by notice served upon the several members of the Board. Notice of a meeting of Directors shall be given to all Directors in writing at least two (2) days prior to the day of the meeting, whether or not he is in Singapore. The period of notice shall be exclusive of the day on which it is served or deemed to be served and the day on which the meeting is to be held. A Director may also waive notice of any meeting and such waiver may be retrospective and for this purpose, the presence of a Director at the meeting shall be deemed to constitute a waiver on his part. The provisions of regulations 181 and 186 shall apply <i>mutatis mutandis</i> to notices of meetings of the Directors or any committee of Directors. | Convening meetings |
| 138. | The accidental omission to give any Director, or the non-receipt by any Director of, a notice of meeting of Directors shall not invalidate the proceedings at that meeting. | Accidental omission |
| 139. | The Directors or any committee of Directors may from time to time elect a Chairman and, if desired, a Deputy Chairman and determine the period for which he is or they are to hold office. The Deputy Chairman shall perform the duties of the Chairman during the Chairman's absence. The Chairman, or in his absence, the Deputy Chairman shall preside as Chairman at their meetings, but if no such Chairman or Deputy Chairman be elected or if at any meeting the Chairman and the Deputy Chairman are not present within five (5) minutes after the time appointed for holding the same, a substitute for that meeting shall be appointed by such meeting from among the Directors present. If at any time there is more than one Deputy Chairman, the right in the absence of the Chairman to preside at a meeting of the Directors or of the Company shall be determined as between the Deputy Chairmen present (if more than one) by seniority in length of appointment or otherwise as resolved by the Directors. Any Director acting as Chairman of a meeting of the Directors shall, in the case of an equality of votes, have the Chairman's right to a second or casting vote where applicable. | Chairman |

ANNEX 2 – NEW CONSTITUTION

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| 140. | The Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution, the continuing Directors or Director may, except in an emergency, act for the purpose (i) of appointing sufficient Directors to bring the Board up to that number or (ii) of summoning a general meeting of the Company notwithstanding that there shall not be a quorum, but not for any other purpose. If there are no Directors or Director able or willing to act, then any two (2) Members may summon a general meeting for the purpose of appointing Directors. | Proceeding in case of vacancies |
| 141. | A resolution in writing signed or approved by a majority of the Directors or their alternates for the time being (who are not prohibited by law, the listing rules of the Exchange or this Constitution from voting on such resolutions) and constituting a quorum shall be as effective as a resolution duly passed at a meeting of the Directors or of a committee of Directors duly convened and held. Any such resolution may be contained in a single document or may consist of several documents all in like form, each signed or approved as aforesaid provided that where a Director is not so present but has an alternate who is so present, then such resolution must also be signed by such alternate. A resolution pursuant to this regulation shall be deemed to have been passed on the date when the resolution is signed or approved by the last Director constituting a simple majority of the Directors. For the purpose of this regulation 'in writing' and 'signed' include approval by letter, telex, facsimile, cable, telegram, email or any other form of electronic communication or telegraphic communication or means approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors. | Resolutions in writing |
| 142. | The meetings of Directors may be conducted by means of telephone or video conference or other methods of simultaneous communication by electronic, audio, audio-visual or other similar means or other technology by which all Directors participating in the meeting are able to hear and be heard by or to communicate with all the other Directors participating, for the despatch of business, adjourn or otherwise regulate their meetings as they think fit and the quorum for such teleconference meetings shall be the same as the quorum required for a Directors' meeting provided in these regulations. A resolution passed by such a teleconference shall, notwithstanding that the Directors are not present together at one (1) place at the time of the meeting, be deemed to have been passed at the meeting of the Directors held on the day and at the time at which the conference was held, and all Directors participating at that meeting shall be deemed for all purposes of these regulations to be present at that meeting. The minutes of such a meeting signed by the Chairman of the meeting shall be conclusive evidence of any resolution of any meeting so conducted. Such a meeting shall be deemed to be held at the place agreed upon by the Directors attending the meeting, provided that at least one (1) of the Directors present at the meeting was at that place for the duration of the meeting. | Meetings via electronic means |
| 143. | The Directors participating in any such meeting shall be counted in the quorum for such meeting and, subject to there being a requisite quorum under this Constitution, 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. | Directors participating in electronic meetings counted towards quorum |

ANNEX 2 – NEW CONSTITUTION

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| 144. | In the case of a meeting which is not held in person, the fact that a Director is taking part in the meeting must be made known to all the other Directors taking part, and no Director may disconnect or cease to take part in the meeting unless he makes known to all other Directors taking part that he is ceasing to take part in the meeting. | Participation of Director must be made known |
| 145. | The Directors shall cause proper minutes to be made in books to be provided for the purpose of recording all the proceedings of all meetings of Directors and committees of Directors and of the attendances thereat and of the proceedings of all meetings of the Company and all business transacted, resolutions passed, appointments of officers made by the Directors and orders made at such meetings and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting of the Company or Directors or committee as the case may be, shall be sufficient evidence without any further proof of the facts therein stated. | Minutes |
| 146. | The Directors shall duly comply with the provisions of the Act and in particular the provisions with regard to the registration of charges created by or affecting property of the Company, a Register of Members, a Register of mortgages and charges and a Register of Directors' and Chief Executive Officer's Share and Debenture Holdings, and the production and furnishing of copies of such Registers and of any Register of Holders of Debentures of the Company. | Keeping of Registers, etc |
| 147. | Any register, index, minute book, accounting record, minute or other document required by this Constitution or by the Act to be kept by or on behalf of the Company may be kept either in hard copy form or in electronic form, subject to compliance with the provisions of the Act. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating discovery. | Form of Registers, etc. |
| 148. | Subject to the Act and to the generality of regulation 141, any resolution passed by the Directors notice whereof has been given to the Members in the manner in which notices are herein directed to be given and which has within one (1) month after it was so passed been ratified and confirmed in writing by Members entitled to three-fourths of the votes shall be as valid and effectual as a resolution of a general meeting but this regulation shall not apply to a resolution for winding up of the Company or to a resolution passed in respect of any matter which by the Act or these presents ought to be dealt with by a Special Resolution. | Resolutions of Directors requiring ratification by Members |

SECRETARY

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| 149. | The Secretary or joint Secretaries shall, and a Deputy or Assistant Secretaries may, be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit; and any Secretary, joint Secretary, Deputy or Assistant Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. If thought fit, two (2) or more persons may be appointed as Joint Secretaries. The appointment and duties of the Secretary shall not conflict with the provisions of the Act. | Appointment and removal of Secretary |
| 150. | A provision of the Act or this Constitution requiring or authorising a thing to be done by or in relation to a Director and the Secretary shall not be satisfied by its being done by or in relation to the same person acting as Director and as or in place of the Secretary. | Only Director and Secretary can act |

ANNEX 2 – NEW CONSTITUTION

151. A provision of the Act or this Constitution requiring or authorising a thing to be done by or in relation to the Secretary shall be satisfied by its being done by or in relation to one or more of the joint Secretaries if any for the time being appointed by the Directors. Joint Secretaries

THE SEAL

152. The Directors shall provide for the safe custody of the Seal (if any) which shall only be used with the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf; and every instrument to which the Seal shall be affixed shall be (subject to the provisions of this Constitution as to certificates for shares) signed by one (1) Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose. Any facsimile signature may be reproduced by mechanical, electronic or such other method as may from time to time be approved by the Directors. Notwithstanding anything herein, the Company may execute any document described or expressed as a deed in accordance with the Act and without affixing the Seal. Use of Seal
153. The Company may exercise all the powers conferred by Section 41 of the Act to have an official seal for use abroad and such powers shall be vested in the Directors and such official seal shall be affixed by the authority and in the presence of and the instruments sealed therewith shall be signed by such persons as the Directors shall from time to time by writing under the seal appoint. Official Seal overseas
154. The Company may have a duplicate common seal as referred to in Section 124 of the Act which shall be a facsimile of the common seal of the Company with the addition on its face of the words 'Share Seal'. Share Seal

AUTHENTICATION OF DOCUMENTS

155. 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; any resolutions passed by the Company, the Directors or any committee; and any books, records, documents, accounts and financial statements relating to the business of the Company. Such persons shall have the authority to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents, 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. Any authentication or certification made pursuant to this regulation may be made by any electronic means approved by the Directors from time to time incorporating, if the Directors deem necessary, the use of security procedures or devices approved by the Directors. Power to authenticate documents
156. 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 regulation 155 above and/or this regulation may be made by any electronic means approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors. Certified copies of resolution of Directors

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DIVIDENDS AND RESERVES

157. Subject to any rights or restrictions attached to any shares or class of shares and except as otherwise permitted by the Act, (a) all dividends shall be declared and paid in proportion to the number of shares held by a Member but where shares are partly paid all dividends must be apportioned and paid proportionately to the amounts paid or credited as paid on the partly paid shares; and (b) all dividends shall be apportioned and paid proportionately to the amounts so paid or credited as paid during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. For the purposes of this regulation, no amount paid or credited as paid on a share in advance of a call shall be treated as paid on the share.
158. The Directors may, from time to time, set aside out of the profits of the Company and carry to reserve, such sum or sums as they think proper which shall, at the discretion of the Directors, be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining any works connected with the business of the Company or shall be as to the whole or in part applicable for special dividends or for equalising dividends or for distribution by way of special dividend or bonus on such terms and in such manner as the Directors shall from time to time determine to be in the interest of the Company or for any other purpose to which the profits of the Company may properly be applied and pending such application, may either be employed in the business of the Company or be invested. The Directors may divide the reserve fund into such special funds as they think fit and may consolidate into one (1) fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also, without placing the same to reserve, carry forward any profits. In carrying sums to reserve and in applying the same the Directors shall comply with the provisions (if any) of the Statutes.
159. The Directors may, upon the recommendation of the Directors and with the sanction of an Ordinary Resolution at a general meeting, from time to time declare dividends, but no such dividend shall (except as by the Statutes expressly authorised) be payable otherwise than out of the profits of the Company. No higher dividend shall be paid than is recommended by the Directors and a declaration by the Directors as to the amount of the profits at any time available for dividends shall be conclusive. The Directors may, if they think fit, and if in their opinion the profits of the Company justifies such payment, without any such sanction as aforesaid, from time to time declare and pay fixed dividends (either in cash or in specie) on any class of shares carrying a fixed dividend expressed to be payable on a fixed date on the half-yearly or other dates (if any) prescribed for the payment thereof by the terms of issue of the shares, and may also from time to time pay to the holders of any class of shares interim dividends of such amounts and on such dates and in respect of such periods as they may think fit.
- Apportionment of dividends
- Power to set aside profits as reserve
- Declaration and payment of dividends
- Interim dividends

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160. The Company may upon the recommendation of the Directors and with the sanction of an Ordinary Resolution at a general meeting, direct payment of a dividend in whole or in part in specie by the distribution of specific assets (and in particular of paid-up shares or debentures or debenture stock of any other company or any combination of any specific assets) to the Members in accordance with their rights and the Directors shall give effect to such resolution. Where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular, may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any Members in terms of the value so fixed, in order to adjust the rights of all parties. The Directors may vest any such specific assets in trustees as may seem expedient to the Directors and no valuation, adjustment or arrangement so made shall be questioned by any Member.
- Payment of dividends in specie
161. (1) Whenever the Directors or the Company in general meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on shares of a particular class in the capital of the Company, the Directors may further resolve that Members entitled to such dividend be entitled to elect to receive an allotment of shares of that class credited as fully paid in lieu of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:
- Scrip Dividends
- (a) the basis of any such allotment shall be determined by the Directors;
 - (b) the Directors shall determine the manner in which Members shall be entitled to elect to receive an allotment of shares of the relevant class credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid. The Directors may make such arrangements as to the giving of notice to Members, providing for forms of election for completion by Members (whether in respect of a particular dividend(s) or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this regulation;
 - (c) the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of election has been accorded, provided that the Directors may determine, either generally or in specific cases, that such right shall be exercisable in respect of the whole or any part of that portion; and

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- (d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on the shares of the relevant class in respect of which the share election has been duly exercised (the “elected shares”) and in lieu of cash and in satisfaction thereof shares of the relevant class shall be allotted and credited as fully paid to the holders of the elected shares on the basis of allotment determined as aforesaid. For such purpose, and notwithstanding the provisions of regulation 170, the Directors shall (i) capitalise and apply out of the amount standing to the credit of any of the Company’s reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution as the Directors may determine, such sums as may be required to pay up in full the appropriate number of shares of the relevant class for allotment and distribution to and among the holders of the elected shares on such basis; or (ii) apply the sum which would otherwise have been payable in cash to the holders of the elected shares towards payment of the appropriate number of shares of the relevant class for allotment and distribution to and among the holders of the elected shares on such basis.
- (2) (a) The shares of the relevant class allotted pursuant to the provisions of paragraph (1) of this regulation shall rank *pari passu* in all respects with the shares of that class then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.
- (b) The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (1) of this regulation, with full power to make such provisions as they may think fit in the case of shares of the relevant class becoming distributable in fractions (including, notwithstanding any provision to the contrary in this Constitution, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than the Members) and to authorise any person to enter on behalf of the Members interested into agreement(s) with the Company providing for any such appropriation, capitalisation, application, payment and distribution of funds and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.
- (3) The Directors may, on any occasion when they resolve as provided in paragraph (1) of this regulation, determine that the rights of election under that paragraph shall not be made available to the persons who are registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register, or in respect of shares the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors think fit and, in such event, the provisions of this regulation shall be read and construed subject to such determination.

Ranking of shares
and other actions

Record date

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| (4) | The Directors may, on any occasion when they resolve as provided in paragraph (1) of this regulation, further determine that: | Cash in lieu of shares |
| (a) | no allotment of shares or rights of election for shares under that paragraph shall be made available or made to Members whose registered addresses entered in the Register of Members (or as the case may be) the Depository Register are outside Singapore or to such other Members or class of Members as the Directors may in their sole discretion decide and, in such event, the only entitlements of the Members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared; and | |
| (b) | no allotment of shares or rights of election for shares under paragraph (1) of this regulation shall be made available or made to a person, or any persons, if such allotment or rights of election would in the opinion of the Directors cause such person, or such persons, to hold or control voting shares in excess of any shareholding or other limits which may from time to time be prescribed in any Statute, without the approval of the applicable regulatory or other authority as may be necessary. | |
| (5) | Notwithstanding the foregoing provisions of this regulation, if at any time after the Directors' resolution to apply the provisions of paragraph (1) of this regulation in relation to any dividend but prior to the allotment of shares pursuant thereto, the Directors shall consider that, by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever, it is no longer expedient or appropriate to implement that proposal, the Directors may at their absolute discretion and as they deem fit in the interests of the Company, cancel the proposed application of paragraph (1) of this regulation. | Cancellation |
| 162. | No shareholder shall be entitled to receive any dividend or to be present or vote at any meeting or upon a poll, or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any). | No right to dividends where calls outstanding |
| 163. | The Directors may deduct from any dividend or other moneys payable to a Member in respect of any share held by such Member, either alone or jointly with any other Member, any or all sums of money as may be due and payable by him, either alone or jointly with any other person in respect of any debts, liabilities or engagements to the Company on account of calls or otherwise towards satisfaction (in whole or in part) of such debts, liabilities or engagements, or any other account which the Company is required by law to deduct. | Deduction from debts due to Company |
| 164. | A transfer of a share shall not pass the right to any dividend declared in respect thereof before the transfer has been registered. | Effect of transfer of shares |

ANNEX 2 – NEW CONSTITUTION

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| 165. | (1) | The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. | Retention of dividends on shares subject to lien |
| | (2) | The Directors may retain the dividends payable on shares in respect of which any person is under this Constitution, as to the transmission of shares, entitled to become a Member, or which any person under this Constitution is entitled to transfer, until such person shall become a Member in respect of such shares or shall duly transfer the same. | Retention of dividends on shares pending transmission |
| 166. | | The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the Member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Company. | Waiver of dividends |
| 167. | (1) | Any dividend or other moneys payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the Member or person entitled thereto (or, if several persons are registered as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one (1) of such persons) or (as the case maybe) to the Depository for distribution to the Depositors entitled thereto or to such Member or person at such address as such persons may in writing direct or by such means (including by electronic means) as the Directors may decide at their absolute discretion. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque if purporting to be endorsed or the receipt of any such person shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby and the Company shall not be responsible for the loss of any cheque or warrant sent through the post, which shall be sent by post duly addressed to the Member for whom it is intended. | Dividend paid by cheque or warrant |
| | (2) | Notwithstanding the provisions of paragraphs (1) and (3) of this regulation, the payment by the Company to the Depository of any dividend payable to a Depositor shall, to the extent of the payment made to the Depository, discharge the Company from any liability to the Depositor in respect of that payment. | Payment to Depository good discharge |
| | (3) | Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Directors, may specify that the same shall be payable to the persons registered as holders of such shares in the Register of Members or (as the case may be) the Depository Register at the close of business on a particular date and thereupon the dividend shall be payable to them in accordance with their respective holdings so registered, but without prejudice to the rights <i>inter se</i> in respect of such dividend of transferors and transferees of any such shares. | Resolution declaring dividends |

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168. The payment by the Directors of any unclaimed dividends or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. All dividends and other moneys payable on or in respect of a share that are unclaimed after first becoming payable may be invested or otherwise made use of by the Directors for the benefit of the Company and any dividend or any such moneys unclaimed after a period of six (6) years from the date they are first payable may be forfeited and if so forfeited, shall revert to the Company. However, the Directors may at any time thereafter at their absolute discretion annul any such forfeiture and pay the dividends or moneys so forfeited to the person entitled thereto prior to the forfeiture. If the Depository returns any such dividend or moneys to the Company, the relevant Depositor shall not have any right or claim in respect of such dividend or moneys against the Company if a period of six (6) years has elapsed from the date such dividend or other moneys are first payable. For the avoidance of doubt no Member shall be entitled to any interest, share of revenue or other benefit arising from any unclaimed dividends or moneys, howsoever and whatsoever.
169. No unpaid dividend or other monies payable on or in respect of a share shall bear interest as against the Company.
- Unclaimed dividends or other moneys
- No interest on dividends

BONUS ISSUES AND CAPITALISATION OF PROFITS AND RESERVES

170. The Company may, upon the recommendation of the Directors, with the sanction of an Ordinary Resolution (including any Ordinary Resolution passed pursuant to regulation 68(2)):
- Power to capitalise profits
- (a) issue bonus shares for which no consideration is payable to the Company to the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on:
- (i) the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or
- (ii) (in the case of an Ordinary Resolution passed pursuant to regulation 68(2)) such other date as may be determined by the Directors,
- in proportion to their then holdings of shares; and/or
- (b) capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or other undistributable reserve or any sum standing to the credit of the profit and loss account by appropriating such sum to the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on:
- (i) the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or
- (ii) (in the case of an Ordinary Resolution passed pursuant to regulation 68(2)) such other date as may be determined by the Directors),

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in proportion to their then holdings of shares and applying such sum on their behalf in paying up in full new shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, new shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up and amongst them as bonus shares in the proportion aforesaid.

171. The Directors may do all acts and things considered necessary or expedient to give effect to any such bonus issue and/or capitalisation under regulation 170, with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for any such bonus issue and/or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all such Members.
- Directors to give effect to bonus issues and/or capitalisation
172. In addition and without prejudice to the powers provided for by regulations 170 and 171 above, the Directors shall have power to issue shares for which no consideration is payable and/or to capitalise any undivided profits or other moneys of the Company not required for the payment or provision of any dividend on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other moneys carried and standing to any reserve or reserves) and to apply such profits or other moneys in paying up in full new shares, in each case on terms that such shares shall, upon issue be held by or for the benefit of:
- Power to issue free shares and/or to capitalise reserves for employee share-based incentive plans
- (a) participants of any share incentive or option scheme or plan implemented by the Company and approved by Members in general meeting and on such terms as the Directors shall think fit; or
- (b) non-executive Directors as part of their remuneration under regulation 103(1) and/or regulation 103(2) approved by Members 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.

FINANCIAL STATEMENTS

173. Accounting records sufficient to show and explain the Company's transactions and otherwise complying with the Statutes shall be kept at the Office, or, at such other place as the Directors think fit and shall always be open to inspection by Directors.
- Location of books of accounts
174. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members and no Member (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or ordered by a court of competent jurisdiction or authorised by the Directors or by a resolution of the Company in general meeting.
- Inspection

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| 175. | In accordance with the provisions of the Act, the Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Company in general meeting such financial statements, balance sheets, reports, statements and other documents as may be necessary. The Company must hold its annual general meeting within four (4) months from the end of its financial year (or such other period as may be permitted by the Act, the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), and/or any applicable law). | Preparation and presentation of financial statements |
| 176. | <p>A copy of the financial statements and, if required, the balance sheet (including every document required by law to be attached 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 fourteen (14) days before the date of the meeting be sent to every Member 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 this Constitution; Provided always that:</p> <p>(a) these documents may, subject to the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), be sent less than fourteen (14) days before the date of the meeting if all persons entitled to receive notices of meetings from the Company so agree;</p> <p>(b) this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of any joint holders of any shares in the Company or the several persons entitled thereto in consequence of the death or bankruptcy of the holder or otherwise, but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office; and</p> <p>(c) such number of each document as is referred to in this regulation or such other number as may be required by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) shall be forwarded to the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) at the same time as such documents are sent to the Members.</p> | Copies of financial statements |

AUDIT AND AUDITORS

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| 177. | Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act. | Regulation of Auditors |
| 178. | Every Auditor shall have a right of access at all times to the accounting and other records of the Company and shall make his report as required by the Act. | Auditor's rights to documents |
| 179. | Subject to the provisions of the Act, all acts done by any person acting as an auditor of the Company shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment or subsequently became disqualified. | Acts of Auditors valid despite defect in appointment |

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180. The Auditors or their agent authorised by them in writing for the purpose shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting to which any Member is entitled and to be heard at any general meeting on any part of the business of the meeting which concerns them as auditors of the Company.
- Auditor's right to receive notice and attend meetings

NOTICES

181. Any notice or document (including a share certificate) may be served on or delivered to any Member 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. When a given number of days' notice or notice extending over any other period is required to be given, the day of service shall not, unless otherwise provided for or required by these regulations or by the Act, be counted in such number of days or period.
- Service of notice
182. (1) Without prejudice to the provisions of regulation 181 but subject otherwise to the Act and any regulations made thereunder and the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) relating to electronic communications, any notice or document (including, without limitation, any accounts, balance sheets, financial statements, circulars or reports) which is required or permitted to be given, sent or served under the Act or under this Constitution by the Company, or by the Directors, to a Member or officer or Auditor of the Company may be given, sent or served using electronic communications (including by electronic mail or short message service):
- Service by electronic communications
- (a) to the current address of that person;
 - (b) by making it available on a website prescribed by the Company from time to time; or
 - (c) in such manner as such Member expressly consents to by giving notice in writing to the Company,
- in accordance with the provisions of this Constitution, the Statutes, the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) and/or any other applicable regulations or procedures.
- (2) For the purposes of regulation 182(1), subject to the Act and any regulations made thereunder and the listing rules of the Exchange relating to electronic communications, a Member shall be implied 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

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| (3) Notwithstanding regulation 182(2) above, subject to the Act and any regulations made thereunder and the listing rules of the Exchange relating to electronic communications, the Directors may, at their discretion, at any time give a Member an opportunity to elect within a specified period of time whether to receive such notice or document by way of electronic communications or as a physical copy, and such Member shall be deemed to have consented to receive such notice or document by way of electronic communications if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have a right to receive a physical copy of such notice or document. | Deemed consent |
| (4) Notwithstanding regulations 182(2) and 182(3) above, the Company shall send to the Members physical copies of such notices or documents as may be specified by law or the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), and shall inform the Members as soon as practicable of how to request a physical copy of such notice or document and provide a physical copy of such notice or document upon such a request. | Physical copies |
| (5) 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 regulation 182(1)(a), it shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communication by the email server or facility operated by the Company, its service provider or agent, 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 the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed); and | |
| (b) by making it available on a website pursuant to regulation 182(1)(b), it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, unless otherwise provided under the Act and/or the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed). | |
| (6) Where a notice or document is given, sent or served to a Member by making it available on a website pursuant to regulation 182(1)(b), the Company shall give separate notice to the Member of the publication of the notice or document on that website and the manner in which the notice or document may be accessed by any one or more of the following means: | Notice to be given of service on website |
| (a) by sending such separate notice to the Member personally or through the post pursuant to regulation 181; | |
| (b) by sending such separate notice to the Member using electronic communications to his current address pursuant to regulation 182(1)(a); | |

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- (c) by way of advertisement in the daily press; and/or
- (d) by way of announcement on the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed).
183. All notices, communications and/or documents (including a share certificate) with respect to any share to which persons are jointly entitled, shall be given to whichever of such persons is named first in the Register of Members or the Depository Register (as the case may be), and notice so given shall be sufficient notice to all the holders of such shares. For such purpose a joint holder having no registered address in Singapore and not having supplied an address within Singapore for the service of notices shall be disregarded. Service of notices to joint holders
184. Any Member described in the Register of Members or the Depository Register (as the case may be) by an address not within Singapore who shall from time to time give notice in writing to the Company or the Depository of an address within Singapore at which notices, communications and/or documents may be served upon him shall be entitled to have served upon him at such address any notice, communications and/or documents to which he would be entitled under this Constitution but, save as aforesaid, no Member other than a Member with a registered address within Singapore shall be entitled to receive any notice, communications and/or documents from the Company. Service on overseas Members
185. A person entitled to a share in consequence of the death or bankruptcy of a Member upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also to the Company or (as the case may be) the Depository an address within Singapore for the service of notices, shall be entitled to have served upon or delivered to him at such address any notice or document to which the Member but for his death or bankruptcy would have been entitled, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the address of any Member or given, sent or served to any Member using electronic communications in pursuance of this Constitution shall, notwithstanding that such member be then dead or bankrupt or in liquidation, and whether or not the Company shall have notice of his death or bankruptcy or liquidation, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member in the Register of Members or, where such member is a Depositor, entered against his name in the Depository Register as sole or first-named joint holder. Service of notice after death or bankruptcy
186. Any notice on behalf of the Company or of the Directors shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company, whether such signature is printed or written. Signature on notice
187. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company may be sent or served by leaving the same or sending it through registered mail in a prepaid letter, addressed to the Company or to such officer at the Office. Service on Company

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WINDING-UP

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| 188. | Subject to the provisions of the Act and the IRDA, the Directors shall have the power to present a petition to the court in the name and on behalf of the Company for the Company to be wound up. | Directors have power to present petition. |
| 189. | If the Company shall be wound up, subject to due provision being made for satisfying the claims of any holders of shares having attached thereto any special rights in regard to the repayment of capital, the surplus assets shall be distributed amongst the Members in proportion to the number of shares held by each Member (but where shares are partly paid, taking into account the proportion of the amounts paid or credited as paid on the partly paid shares) at the commencement of the winding up. | Distribution of surplus assets |
| 190. | <p>(1) Without prejudice to the rights (and any limitation on the rights) of the holders of any shares issued upon special terms and conditions, if the Company is wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act and the IRDA:</p> <p>(a) divide amongst the Members in kind, the whole or any part of the assets of the Company (including any shares in any other company received by the liquidator as consideration for the sale of the whole or part of the Company's assets), whether they consist of property of the same kind or not;</p> <p>(b) set a value as the liquidator considers fair upon the property referred to in this Regulation 190(a);</p> <p>(c) determine how the division of property is to be carried out as between the Members or different classes of Members, which may be otherwise than in accordance with the existing rights of the Members; and</p> <p>(d) vest the whole or any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit.</p> <p>(2) No Member shall be compelled to accept any shares or other securities on which there is any liability.</p> <p>(3) If any division is otherwise than in accordance with the existing rights of the Members, the Members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to section 178 of the IRDA.</p> <p>(4) On the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator unless it shall have been approved or ratified by the Members. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which it is to be considered.</p> | Distribution of assets in specie |

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INDEMNITY

191. Subject to the provisions of and so far as may be permitted by the Statutes, every Director or other officer for the time being 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. Without prejudice to the generality of the foregoing, no Director 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 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, breach of trust or fraudulent act.
- Indemnity

SECRECY

192. No Member shall be entitled to require discovery of or any information relating to any detail of the Company's trade or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Members of the Company to communicate to the public save as may be authorised by law or required by the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed).
- Secrecy

PERSONAL DATA

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

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- (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 Member 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;
 - (i) any other purposes specified in the Company's prevailing privacy or data protection policies; and
 - (j) purposes which are reasonably related to any of the above purposes.
- (2) Any Member who appoints a proxy and/or representative for any general meeting including 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 and 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 regulation 194(1) and for any purposes reasonably related to regulation 194(1), 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 or in connection with such Member's breach of warranty.
- Personal data of proxies and/or representatives

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We, the persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Constitution, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Description of Subscribers	Number of Shares taken by each Subscriber
LIM KAH NGAM No. 41, Jalan Shahbandar Batu Pahat Contractor	One
SIM HUI KHIM No. 41, Jalan Shahbandar Batu Pahat Married Woman	One
Total number of shares taken	Two

Dated the 6th day of September 1961.

Witness to the above signatures:

Chen Ko Lan
Secretary
Room 26, 2nd Floor
Bank of China Building
Singapore 1