

**SUMMARY OF SALIENT PROVISIONS OF THE LAWS OF SINGAPORE**

The following and paragraph 22(b) on “Taxation of holders of Shares — Singapore” under Appendix VI summarize the salient provisions of the laws of Singapore applicable to the Shareholders as the date of this document. The relevant summaries are for general guidance only and do not constitute legal advice, nor must they be used as a substitute for, or specific legal advice, on the corporate and tax laws of Singapore. The relevant summaries are not meant to be a comprehensive or exhaustive description of all the obligations, rights and privileges of Shareholders imposed on or conferred by the corporate and tax laws of Singapore. In addition, prospective investors and/or Shareholders should also note that the laws applicable to Shareholders may change, whether as a result of proposed legislative reforms to the Singapore laws or otherwise. Prospective investors and/or Shareholders should consult their own legal advisers for specific legal advice concerning their legal obligations under the relevant laws. Prospective investors and/or Shareholders can access the full text of the relevant Singapore legislations cited in the summaries below via the weblinks listed in Appendix VIII to this document.

**1. REPORTING OBLIGATIONS OF SHAREHOLDERS****Obligation to notify Company of substantial shareholding and change in substantial shareholding under Section 81 of the Singapore Companies Act.**

A person has a substantial shareholding in a company if he has an interest or interests in one or more voting shares in the company, and the total votes attached to that share, or those shares, is not less than 5 per cent of the total votes attached to all the voting shares in the company.

***Section 82 of the Singapore Companies Act***

A substantial shareholder of a company is required to notify the company of his interests in the voting shares in the company within two business days after becoming a substantial shareholder.

***Sections 83 and 84 of the Singapore Companies Act***

A substantial shareholder is required to notify the company of changes in the percentage level of his shareholding or his ceasing to be a substantial shareholder, again within two business days after he is aware of such changes. The reference to changes in “percentage level” means any changes in a substantial shareholder’s interest in the company which results in his interest, following such change, increasing or decreasing to the next discrete 1% threshold. For example, an increase in interests in the company from 5.1% to 5.9% need not be notified, but an increase from 5.9% to 6.1% will have to be notified.

**Consequences of non-compliance*****Section 89 of the Singapore Companies Act***

Section 89 of the Singapore Companies Act provides for the consequences of non-compliance with sections 82, 83 and 84. Under section 89, a person who fails to comply shall be guilty of an offence and shall be liable on conviction to a fine not exceeding S\$5,000 and in the case of a continuing offence to a further fine of S\$500 for every day during which the offence continues after conviction.

***Section 90 of the Singapore Companies Act***

Section 90 of the Singapore Companies Act provides for a defense to a prosecution for failing to comply with sections 82, 83 or 84. It is a defense if the defendant proves that his failure was due to his not being aware of a fact or occurrence the existence of which was necessary to constitute the offence and that he was not so aware on the date of the summons; or he became so aware less than 7 days before the date of the summons. However, a person will conclusively be presumed to have been aware of a fact or occurrence at a particular time (a) of which he would, if he had acted with reasonable diligence in the conduct of his affairs, have been aware at that time; or (b) of which an employee or agent of the person, being an employee or agent having duties or acting in relation to his master's or principal's interest or interests in a share or shares in the company concerned, was aware or would, if he had acted with reasonable diligence in the conduct of his master's or principal's affairs, have been aware at that time.

**Powers of the court with respect to defaulting substantial shareholders*****Section 91 of the Singapore Companies Act***

Section 91 of the Singapore Companies Act provides that where a substantial shareholder fails to comply with sections 82, 83 or 84, the Court may, on the application of the Minister, whether or not the failure still continues, make one of the following orders:

- (a) an order restraining the substantial shareholder from disposing of any interest in shares in the company in which he is or has been a substantial shareholder;
- (b) an order restraining a person who is, or is entitled to be registered as, the holder of shares referred to in paragraph (a) from disposing of any interest in those shares;
- (c) an order restraining the exercise of any voting or other rights attached to any share in the company in which the substantial shareholder has or has had an interest;
- (d) an order directing the company not to make payment, or to defer making payment, of any sum due from the company in respect of any share in which the substantial shareholder has or has had an interest;
- (e) an order directing the sale of all or any of the shares in the company in which the substantial shareholder has or has had an interest;
- (f) an order directing the company not to register the transfer or transmission of specified shares;
- (g) an order that any exercise of the voting or other rights attached to specified shares in the company in which the substantial shareholder has or has had an interest be disregarded; or
- (h) for the purposes of securing compliance with any other order made under this section, an order directing the company or any other person to do or refrain from doing a specified act.

Any order made under this section may include such ancillary or consequential provisions as the Court thinks just. The Court shall not make an order other than an order restraining the exercise of

voting rights, if it is satisfied (a) that the failure of the substantial shareholder to comply was due to his inadvertence or mistake or to his not being aware of a relevant fact or occurrence; and (b) that in all the circumstances, the failure ought to be excused. Any person who contravenes or fails to comply with an order made under this section that is applicable to him shall be guilty of an offence and shall be liable on conviction to a fine not exceeding S\$5,000 and, in the case of a continuing offence, to a further fine of S\$500 for every day during which the offence continues after conviction.

### **Obligation to notify the SGX-ST of substantial shareholding and change in substantial Shareholding**

#### *Section 137(1) of the SFA*

A substantial shareholder is also required under section 137(1) of the SFA to give the above notifications to the SGX-ST at the same time. Any person who fails to comply with section 137(1) is guilty of an offence and shall be liable on conviction to a fine not exceeding S\$25,000 and, in the case of a continuing offence, to a further fine of S\$2,500 for every day or part thereof during which the offence continues after conviction.

### **Duty not to furnish false statements to securities exchange, futures exchange, designated clearing house and Securities Industry Council of Singapore**

#### *Section 330 of the SFA*

Section 330 of the SFA provides that any person who, with intent to deceive, makes or furnishes, or knowingly and willfully authorizes or permits the making or furnishing of, any false or misleading statement or report to a securities exchange, futures exchange, designated clearing house or any officers thereof relating to dealing in securities shall be guilty of an offence and shall be liable on conviction to a fine not exceeding S\$50,000 or to imprisonment for a term not exceeding 2 years or to both. Section 330 further provides that any person who, with intent to deceive, makes or furnishes or knowingly and willfully authorizes or permits the making or furnishing of, any false or misleading statement or report to the Securities Industry Council or any of its officers, relating to any matter or thing required by the Securities Industry Council in the exercise of its functions under the SFA shall be guilty of an offence and shall be liable on conviction to a fine not exceeding S\$50,000 or to imprisonment for a term not exceeding 2 years or to both.

### **Obligation to disclose beneficial interest in the voting shares of the company**

#### *Section 92 of the Singapore Companies Act*

Section 92 of the Singapore Companies Act provides that a company which has all of its shares listed on a stock exchange in Singapore may require any member to inform it whether the member holds the voting shares in the company as beneficial owner or trustee, and in the latter, who the beneficiaries are. If the member discloses that he is holding the shares on trust for another party, the company may additionally require the other party to inform it whether the other party holds the interests as beneficial owner or as trustee and if the latter, for whom. A listed company also has the right to require the member to inform it of any voting agreement that he may have in relation to the shares held by him.

**Consequences of non-compliance*****Section 92 of the Singapore Companies Act***

Sections 92(6) and 92(7) of the Singapore Companies Act provide that the failure to comply with a notice requiring disclosure of information is an offence, unless it can be shown that the information was already in the possession of the company or that the requirement to give it was frivolous or vexatious. A person who deliberately or recklessly makes a statement that is false in a material particular in compliance to a request for information under section 92 is also guilty of an offence, and is likewise liable on conviction to a fine not exceeding S\$10,000 or to imprisonment for a term not exceeding 2 years.

**2. PROHIBITED CONDUCT IN RELATION TO TRADING IN THE SECURITIES OF THE COMPANY****Prohibitions against false trading and market manipulation*****Section 197 of the SFA***

Section 197 of the SFA prohibits (i) the creation of a false or misleading appearance of active trading in any securities on a securities exchange; (ii) the creation of a false or misleading appearance with respect to the market for, or price of, any securities on a securities exchange; (iii) affecting the price of securities by way of purchases or sales which do not involve a change in the beneficial ownership of those securities; and (iv) affecting the price of securities by means of any fictitious transactions or devices.

Section 197(3) of SFA provides that a person is deemed to have created a false or misleading appearance of active trading in securities on a securities market if he does any of the following acts:

- (i) if he effects, takes part in, is concerned in or carries out, directly or indirectly, any transaction of purchase or sale of any securities, which does not involve any change in the beneficial ownership of the securities;
- (ii) if he makes or causes to be made an offer to sell any securities at a specified price where he has made or caused to be made or proposes to make or to cause to be made, or knows that a person associated with him has made or caused to be made or proposes to make or to cause to be made, an offer to purchase the same number, or substantially the same number, of securities at a price that is substantially the same as the first-mentioned price; or
- (iii) if he makes or causes to be made an offer to purchase any securities at a specified price where he has made or caused to be made or proposes to make or to cause to be made, or knows that a person associated with him has made or caused to be made or proposes to make or to cause to be made, an offer to sell the same number, or substantially the same number, of securities at a price that is substantially the same as the first-mentioned price, unless he establishes that the purpose or purposes for which he did the act was not, or did not include, the purpose of creating a false or misleading appearance of active trading in securities on a securities market.

Section 197(5) of the SFA provides that a purchase or sale of securities does not involve a change in the beneficial ownership if a person who had an interest in the securities before the purchase or sale, or a person associated with the first-mentioned person in relation to those securities, has an interest in the securities after the purchase or sale.

Section 197(6) of the SFA provides a defense to proceedings against a person in relation to a purchase or sale of securities that did not involve a change in the beneficial ownership of those securities. It is a defense if the defendant establishes that the purpose or purposes for which he purchased or sold the securities was not, or did not include, the purpose of creating a false or misleading appearance with respect to the market for, or the price of, securities.

### **Prohibition against securities market manipulation**

#### *Section 198 of the SFA*

Section 198(1) of the SFA provides that no person shall carry out directly or indirectly, 2 or more transactions in securities of a corporation, being transactions that have, or likely to have, the effect of raising, lowering, maintaining or stabilizing the price of the securities with intent to induce other persons to purchase them. Section 198(2) of the SFA provides that transactions in securities of a corporation includes (i) the making of an offer to purchase or sell such securities of the corporation; and (ii) the making of an invitation, however expressed, that directly or indirectly invites a person to offer to purchase or sell such securities of the corporation.

### **Prohibition against the manipulation of the market price of securities by the dissemination of misleading information**

#### *Sections 199 and 202 of the SFA*

Section 199 of the SFA prohibits the making of false or misleading statements. Under this provision, a person shall not make a statement, or disseminate information, that is false or misleading in a material particular and is likely (a) to induce other persons to subscribe for securities; (b) to induce the sale or purchase of securities by other persons; or (c) to have the effect of raising, lowering, maintaining or stabilizing the market price of securities, if, when he makes the statement or disseminates the information, he either does not care whether the statement or information is true or false, or knows or ought reasonably to have known that the statement or information is false or misleading in a material particular.

Section 202 of the SFA prohibits the dissemination of information about illegal transactions. This provision prohibits the circulation or dissemination of any statement or information to the effect that the price of any securities of a corporation will rise, fall or be maintained by reason of transactions entered into in contravention of sections 197 to 201 of the SFA. This prohibition applies where the person who is circulating or disseminating the information or statements (i) is the person who entered into the illegal transaction; or (ii) is associated with the person who entered into the illegal transaction; or (iii) is the person, or associated with the person, who has received or expects to receive (whether directly or indirectly) any consideration or benefit of circulating or disseminating the information or statements.

**Prohibition against fraudulently inducing persons to deal in securities***Section 200 of the SFA*

Section 200 of the SFA prohibits a person from inducing or attempting to induce another person to deal in securities, (a) by making or publishing any statement, promise or forecast that he knows or ought reasonably to have known to be misleading, false or deceptive; (b) by any dishonest concealment of material facts; (c) by the reckless making or publishing of any statement, promise or forecast that is misleading, false or deceptive; or (d) by recording or storing in, or by means of, any mechanical, electronic or other device information that he knows to be false or misleading in a material particular, unless it is established that, at the time when the defendant so recorded or stored the information, he had no reasonable grounds for expecting that the information would be available to any other person.

**Prohibition against employment of manipulative and deceptive devices***Section 201 of the SFA*

Section 201 of the SFA prohibits (i) the employment of any device, scheme or artifice to defraud; (ii) engaging in any act, practice or course of business which operates as a fraud or deception, or is likely to operate as a fraud or deception, upon any person; and (iii) making any statement he knows to be false in a material particular or (iv) omitting to state a material fact necessary to make statements made not misleading, in connection with the subscription, purchase or sale of any securities.

**Prohibition against the dissemination of information about illegal transactions***Section 202 of the SFA*

Section 202 of the SFA prohibits the circulation or dissemination of any statement or information to the effect that the price of any securities of a corporation will rise, fall or be maintained by reason of any transaction entered into or to be entered into in contravention of sections 197 to 201 of the SFA. This prohibition applies where the person who is circulating or disseminating the information or statements (i) is the person who entered into the illegal transaction; or (ii) is associated with the person who entered into the illegal transaction; or (iii) is the person, or associated with the person, who has received or expects to receive (whether directly or indirectly) any consideration or benefit of circulating or disseminating the information or statements.

**Prohibition against insider trading***Sections 218 and 219 of the SFA*

Sections 218 and 219 of the SFA prohibit persons from dealing in securities of a corporation if the person knows or reasonably ought to know that he is in possession of information that is not generally available, which is expected to have a material effect on the price or value of securities of that corporation. Such persons include substantial shareholders of a corporation or a related

corporation, and persons who occupy a position reasonably expected to give him access to inside information by virtue of professional or business relationship by being an officer or a substantial shareholder of the corporation or a related corporation, or any other person in possession of inside information. For an alleged contravention of section 218 or 219, section 220 makes it clear that it is not necessary for the prosecution or plaintiff to prove that the accused person or defendant intended to use the information referred to in section 218(1)(a) or (1A)(a) or 219(1)(a) in contravention of section 218 or 219, as the case may be.

### *Section 216 of the SFA*

Section 216 of the SFA provides that a reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell the first-mentioned securities.

## **Penalties**

### *Section 232 of the SFA*

Section 232 of the SFA provides that the Monetary Authority of Singapore may, with the consent of the Public Prosecutor, bring an action in a court against the offender to seek an order for a civil penalty in respect of any contravention. If the court is satisfied on the balance of probabilities that the contravention resulted in the gain of a profit or avoidance of a loss by the offender, the offender may have to pay a civil penalty of a sum (a) not exceeding 3 times the amount of the profit that the person gained; or the amount of the loss that he avoided, as a result of the contravention; or (b) equal to S\$50,000 if the person is not a corporation, or S\$100,000 if the person is a corporation, whichever is the greater. If the court is satisfied on a balance of probabilities that the contravention did not result in the gain of a profit or avoidance of a loss by the offender, the court may make an order against him for the payment of a civil penalty of a sum not less than S\$50,000 and not more than S\$2 million.

### *Section 204 of the SFA*

Any person who contravenes sections 197, 198, 201 or 202 is guilty of an offence and shall be liable on conviction to a fine not exceeding S\$250,000 or to imprisonment for a term not exceeding 7 years or to both under section 204 of the SFA. Section 204 of the SFA further provides that no proceedings shall be instituted against a person for the offence after a court has made an order against him for the payment of a civil penalty under section 232 of the SFA in respect of the contravention.

### *Section 221 of the SFA*

Any person who contravenes section 218 or 219 of the SFA, is guilty of an offence and shall be liable on conviction to a fine not exceeding S\$250,000 or to imprisonment for a term not exceeding 7 years or to both under section 221 of the SFA. Section 221 further provides that no proceedings shall

be instituted against a person for an offence in respect of a contravention of section 218 or 219 of the SFA after a court has made an order against him for the payment of a civil penalty under section 232 of the SFA in respect of that contravention.

### 3. TAKEOVER OBLIGATIONS

#### Offences and obligations relating to take-overs

##### *Section 140 of the SFA*

Section 140 of the SFA provides that a person shall not give notice or publicly announce that he intends to make a take-over offer if (a) he has no intention to make a take-over offer; or (b) he has no reasonable or probable grounds for believing that he will be able to perform his obligations if the take-over offer is accepted or approved, as the case may be. A person who contravenes section 140 of the SFA is guilty of an offence and shall be liable on conviction to a fine not exceeding S\$250,000 or to imprisonment for a term not exceeding 7 years or to both.

#### Obligations under the Singapore Code and the consequences of non-compliance

##### Obligations under the Singapore Code

The Singapore Code regulates the acquisition of ordinary shares of public companies and contains certain provisions that may delay, deter or prevent a future takeover or change in control of the Company. Any person acquiring an interest, either on his own or together with parties acting in concert with him, in 30.0% or more of our voting Shares, or, if such person holds, either on his own or together with parties acting in concert with him, between 30.0% and 50.0% (both inclusive) of our voting Shares, and if he (or parties acting in concert with him) acquires additional voting Shares representing more than 1.0% of our voting Shares in any six-month period, must, except with the consent of the Securities Industry Council in Singapore, extend a takeover offer for the remaining voting Shares in accordance with the provisions of the Singapore Code.

“Parties acting in concert” comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of Shares in a company, to obtain or consolidate effective control of that company. Certain persons are presumed (unless the presumption is rebutted) to be acting in concert with each other. They are as follows:

- (a) a company and its related companies, the associated companies of any of the company and its related companies, companies whose associated companies include any of these companies and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing for the purchase of voting rights;
- (b) a company and its directors (including their close relatives, related trusts and companies controlled by any of the directors, their close relatives and related trusts);

- (c) a company and its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis;
- (e) a financial or other professional adviser and its clients in respect of Shares held by the adviser and persons controlling, controlled by or under the same control as the adviser and all the funds managed by the adviser on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total 10.0% or more of the client's equity share capital;
- (f) directors of a company (including their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a bona fide offer for the company may be imminent;
- (g) partners; and
- (h) an individual and his close relatives, related trusts, any person who is accustomed to act in accordance with his instructions and companies controlled by the individual, his close relatives, his related trusts or any person who is accustomed to act in accordance with his instructions and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing for the purchase of voting rights.

In the event that one of the abovementioned trigger-points is reached, the person acquiring an interest (the “**Offeror**”) must make a public announcement stating the terms of the offer and its identity. The Offeror must post an offer document not earlier than 14 days and not later than 21 days from the date of the offer announcement. An offer must be kept open for at least 28 days after the date on which the offer document was posted.

The Offeror may vary the offer by offering more for the shares or by extending the period in which the offer remains open. If a variation is proposed, the Offeror is required to give a written notice to the offeree company and its shareholders, stating the modifications made to the matters set out in the offer document. The revised offer must be kept open for at least another 14 days. Where the consideration is varied, shareholders who agree to sell before the variation are also entitled to receive the increased consideration.

A mandatory offer must be in cash or be accompanied by a cash alternative at not less than the highest price paid by the offeror or parties acting in concert with the offeror within the six months preceding the acquisition of Shares that triggered the mandatory offer obligation.

Under the Singapore Code, where effective control of a company is acquired or consolidated by a person, or persons acting in concert, a general offer to all other shareholders is normally required. An offeror must treat all shareholders of the same class in an offeree company equally. A fundamental requirement is that shareholders in the company subject to the takeover offer must be given sufficient information, advice and time to consider and decide on the offer.

**Consequences of non-compliance with the requirements under the Singapore Code**

The Singapore Code is non-statutory in that it does not have the force of law. Therefore, as provided in section 139(8) of the SFA, a failure of any party concerned in a take-over offer or a matter connected therewith to observe any of the provisions of the Singapore Code shall not of itself render that party liable to criminal proceedings. However, the failure of any party to observe any of the provisions of the Singapore Code may, in any civil or criminal proceedings, be relied upon by any party to the proceedings as tending to establish or to negate any liability which is in question in the proceedings.

Section 139 of the SFA further provides that where the Securities Industry Council has reason to believe that any party concerned in a take-over offer or a matter connected therewith is in breach of the provisions of the Singapore Code or is otherwise believed to have committed acts of misconduct in relation to such take-over offer or matter, the Securities Industry Council has power to enquire into the suspected breach or misconduct. The Securities Industry Council may summon any person to give evidence on oath or affirmation, which it is thereby authorized to administer, or produce any document or material necessary for the purpose of the enquiry.

**4. MINORITY RIGHTS*****Section 216 of the Singapore Companies Act***

The rights of minority shareholders of Singapore-incorporated companies are protected under Section 216 of the Singapore Companies Act, which gives the Singapore courts a general power to make any order, upon application by any shareholder of the Company, as they think fit to remedy any of the following situations:

- (a) the affairs of the Company are being conducted or the powers of the Board are being exercised in a manner oppressive to, or in disregard of the interests of, one or more of the shareholders; or
- (b) the Company takes an action, or threatens to take an action, or the shareholders pass a resolution, or propose to pass a resolution, which unfairly discriminates against, or is otherwise prejudicial to, one or more of the shareholders, including the applicant.

Singapore courts have wide discretion as to the reliefs they may grant and those reliefs are in no way limited to those listed in the Companies Act itself. Without prejudice to the foregoing, Singapore courts may:

- (a) direct or prohibit any act or cancel or vary any transaction or resolution;
- (b) regulate the conduct of the affairs of the Company in the future;
- (c) authorize civil proceedings to be brought in the name of, or on behalf of, the Company by a person or persons and on such terms as the court may direct;

- (d) provide for the purchase of a minority shareholder's shares by the other shareholders or by the Company;
- (e) in the case of a purchase of shares by the Company, provide for a reduction accordingly of its share capital; or
- (f) provide that the Company be wound up.

## 5. EXCHANGE CONTROLS

There are no Singapore governmental laws, decrees, regulations or other legislation that may restrict the following:

- (a) the import or export of capital, including the availability of cash and cash equivalents for use by our Group; and
- (b) the remittance of dividends, interest or other payments to non-resident holders of our Company's securities.

## 6. MERGERS' REQUISITION TO CONVENE EXTRAORDINARY GENERAL MEETINGS

### *Section 176 of the Singapore Companies Act*

Section 176 of the Singapore Companies Act provides that the directors shall, on the requisition of members holding not less than 10% of such of the paid-up capital of a company or in the case of a company not having a share capital, of members representing not less than 10% of the total voting rights of all the members, proceed to convene an extraordinary general meeting of the Company.

### *Section 183 of the Singapore Companies Act*

Section 183 of the Singapore Companies Act provides that a company shall, on the requisition in writing of such number of members, to give to members of such company entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting and to circulate to such members any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting. Number of members as required for such a requisition shall be any number of members representing not less than 5% of the total voting rights of all members having at the date of the requisition a right to vote at the meeting to which the requisition relates or not less than 100 members holding shares in the company on which there has been paid up an average sum, per member, of not less than S\$500.

**Principal differences between the continuing obligations applicable to listed companies under the Listing Rules and the Listing Manual**

In view of the dual primary listing status of the Company on both of the Stock Exchange and the SGX-ST after completion of the Listing, the Company will have to follow the Listing Rules and the Listing Manual. In the event of any conflict between them, the Company will have to comply with the more onerous rules, subject to approvals from the relevant stock exchange(s). The following table sets out the principal differences between the continuing obligations applicable to listed companies under the Listing Rules and the Listing Manual.

	Listing Rules	Listing Manual
<b>1. FINANCIAL REPORTING OBLIGATIONS</b>		
(A) Annual reports*	<p><b>Rule 13.46 of the Listing Rules</b></p> <p>A listed company shall send to (i) every member of the listed company; and (ii) every other holders of its listed securities (not being bearer securities), a copy of either (a) its annual report including its annual accounts and, where the listed company prepares group accounts, its group accounts, together with a copy of the auditors' report thereon or (b) its summary financial report, not less than 21 days before the date of the listed company's annual general meeting and in any event not more than four months after the end of the financial year to which they relate.</p>	<p><b>Rule 707 of the Listing Manual</b></p> <p>(1) The time between the end of a listed company's financial year and the date of its annual general meeting (if any) must not exceed four months.</p> <p>(2) A listed company must issue its annual report to shareholders and the SGX-ST at least 14 days before the date of its annual general meeting.</p>
(B) Preliminary result announcements for full financial year*	<p><b>Rule 13.49(1) of the Listing Rules</b></p> <p>A listed company shall publish its preliminary results in respect of each financial year as soon as possible, but in any event not later than the time that is 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the next business day after approval by or on behalf of the board. The listed company must publish such results:</p> <p>(a) for annual accounting periods ending before December 31, 2010 — not later than four months after the end of the financial year; and</p> <p>(b) for annual accounting periods ending on or after December 31, 2010 — not later than three months after the end of the financial year.</p>	<p><b>Rule 705(1) of the Listing Manual</b></p> <p>A listed company must announce the financial statements for the full financial year immediately after the figures are available, but in any event not later than 60 days after the relevant financial period.</p>

	Listing Rules	Listing Manual
(C) Interim reports**	<p><b>Rule 13.48(1) of the Listing Rules</b></p> <p>In respect of the first six months of each financial year of a listed company unless that financial year is of six months or less, the listed company shall send to (i) every member of the listed company; and (ii) every other holder of its listed securities (not being bearer securities), either (a) an interim report, or (b) a summary interim report not later than three months after the end of that period of six months.</p>	<p>No requirements on sending an interim report to the shareholders.</p>
(D) Preliminary result announcements for first half of financial year*	<p><b>Rule 13.49(6) of the Listing Rules</b></p> <p>A listed company shall publish a preliminary announcement in respect of its results for the first six months of each financial year, unless that financial year is of six months or less, as soon as possible, but in any event not later than the time that is 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the next business day after approval by or on behalf of the board. The listed company must publish such results: (a) for half-year accounting periods ending before June 30, 2010 — not later than three months after the end of that period of six months; and (b) for half-year accounting periods ending on or after June 30, 2010 — not later than two months after the end of that period of six months.</p>	<p><b>Rule 705(2) of the Listing Manual</b></p> <p>A listed company must announce the financial statements for each of the first three quarters of its financial year immediately after the figures are available, but in any event not later than 45 days after the quarter end if:</p> <p>(a) its market capitalization exceeded S\$75 million as of March 31, 2003; or</p> <p>(b) it was listed after March 31, 2003 and its market capitalization exceeded S\$75 million at the time of listing (based on the IPO issue price); or</p> <p>(c) its market capitalization is S\$75 million or higher on the last trading day of each calendar year commencing from December 31, 2006. A listed company whose obligation falls within this sub-section (c) will have a grace period of a year to prepare for quarterly reporting.</p>
(E) Quarterly financial results*	<p>Information disclosed pursuant to the Listing Manual in Singapore will be simultaneously disclosed in Hong Kong as required under Rule 13.09(2) of the Listing Rules.</p>	<p>Same as the requirements under Rule 705(2) of the Listing Manual as set out above.</p>

	Listing Rules	Listing Manual
<b>2. DISCLOSURE OBLIGATIONS</b>		
(A) Notifiable transactions*	<p><b>Chapter 14 of the Listing Rules</b></p> <p>The transactions of a listed company are classified as:</p> <p>(1) share transaction: an acquisition of assets (excluding cash) by a listed company where the consideration includes securities for which listing will be sought and where all percentage ratios are less than 5%;</p> <p>(2) disclosable transaction: a transaction or a series of transactions by a listed company where any percentage ratio is 5% or more, but less than 25%;</p> <p>(3) major transaction: a transaction or a series of transactions by a listed company where any percentage ratio is 25% or more, but less than 100% for an acquisition or 75% for a disposal;</p> <p>(4) very substantial disposal: a disposal or a series of disposals of assets by a listed company where any percentage ratio is 75% or more;</p> <p>(5) very substantial acquisition: an acquisition or a series of acquisitions of assets by a listed company where any percentage ratio is 100% or more;</p> <p>(6) reverse takeover: an acquisition or a series of acquisitions of assets by a listed company which, in the opinion of the Stock Exchange, constitutes, or is part of a transaction or arrangement or series of transactions or arrangements which constitute, an attempt to achieve a listing of the assets to be acquired and a means to circumvent the requirements for new applicants set out in Chapter 8 of the Listing Rules.</p>	<p><b>Chapter 10 of the Listing Manual</b></p> <p>The transactions of a listed company are classified as:</p> <p>(1) non-disclosable transactions: where any of the relative figures computed on the bases set out in Rule 1006 is 5% or less;</p> <p>(2) disclosable transactions: where any of the relative figures exceeds 5% but does not exceed 20%;</p> <p>(3) major transaction: where any of the relative figures exceeds 20%; and</p> <p>(4) very substantial acquisition or reverse takeover: where any of the relative figures is 100% or more, or where there is a change in control of the listed company.</p> <p>Where a transaction is classified as a disclosable transaction, major transaction, very substantial acquisition or reverse takeover, the listed company must make an immediate announcement, which includes the details as prescribed in the Listing Manual.</p> <p>For a very substantial acquisition or reverse takeover, the listed company must also immediately announce the latest three years of proforma financial information of the assets to be acquired.</p> <p>Transactions that are major transactions are conditional upon the prior approval of shareholders. Very substantial acquisitions and reverse takeovers transactions are conditional upon the approval of shareholders and the approval of the SGX-ST. A circular to shareholders will need to be distributed to seek shareholders' approval, and the disclosures required to be made in such circular for these types of transactions are prescribed in the Listing Manual.</p>

	<u>Listing Rules</u>	<u>Listing Manual</u>
	<p>As soon as possible after the terms of a share transaction, disclosable transaction, major transaction, very substantial disposal, very substantial acquisition or reverse takeover have been finalized, the listed company must in each case (1) inform the Stock Exchange; and (2) publish an announcement in accordance with Rule 2.07C of the Listing Rules. For a major transaction, very substantial disposal, very substantial acquisition or reverse takeover, the listed company must send to its shareholders and the Stock Exchange a circular containing in the information as required under Chapter 14 of the Listing Rules.</p> <p>With respect to a major transaction for acquisitions of businesses and/or companies, and very substantial acquisition and reverse takeover, the listed company shall provide the accountants' report for the 3 preceding financial years on the business, company or companies being acquired.</p> <p>For a major transaction, very substantial disposal and very substantial acquisition, the shareholders' approval is required, while the approvals from both the shareholders and the Stock Exchange are required for reverse takeover.</p>	
(B) Connected transactions**	<p><b>Chapter 14A of the Listing Rules</b></p> <p>A listed company must publicly disclose a transaction entered into between the listed company or one of its subsidiaries and a connected person. Generally, a public announcement, a circular and/or independent shareholder approval are required unless one of the de-minimals or other exemptions set out below apply.</p>	<p><b>Chapter 9 of the Listing Manual</b></p> <p>Chapter 9 of the Listing Manual, which applies to the listed company, prescribes situations in which transactions between entities at risk (as defined in the Listing Manual) and interested persons (as defined in the Listing Manual) are required to be disclosed or are subject to the prior approval of shareholders.</p>

Listing Rules	Listing Manual
<p>The term ‘connected person’ is very widely defined under the Listing Rules and include directors, chief executive, substantial shareholders (i.e. shareholders interested in 10% or more of the equity interest in the listed company or any of its subsidiaries), associates (as defined under the Listing Rules) of directors, chief executive or substantial shareholders, non-wholly-owned subsidiaries of the listed company and its subsidiaries.</p>	<p>The term “entity at risk” means (a) the listed company; (b) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or (c) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed group, or the listed group and its interested person(s), has control over the associated company.</p> <p>The term “interested person” means (a) a director, chief executive officer, or controlling shareholder of the listed company; or (b) an associate of any such director, chief executive officer, or controlling shareholder.</p> <p>The term “interested person transaction” means a transaction between an entity at risk and an interested person.</p>
<p>Connected transactions or continuing connected transactions exempt from the reporting, announcement and independent shareholders’ approval requirements:</p> <p>A connected transaction or continuing connected transaction on normal commercial terms will be considered as de minimis transaction if (a) each of the percentage ratios (other than the profits ratio) is less than 0.1%; or (b) each of the percentage ratios (other than the profits ratio) is less than 1% and the transaction is a connected transaction only because it involves a person who is a connected person of the listed company by virtue of its/his relationship(s) with the listed company’s subsidiary or subsidiaries; or (c) each of the percentage ratios (other than the profits ratio) is less than 5% and the total consideration is less than HK\$1,000,000, such connected transaction will be exempt from all the reporting, announcement and independent shareholders’ approval requirements.</p>	<p>Transactions with interested person subject to announcement requirements:</p> <p>A listed company must make an immediate announcement of any interested person transaction of a value equal to, or more than, 3% of the group’s latest audited net tangible assets; or if the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of the group’s latest audited net tangible assets, the listed company must make an immediate announcement of the latest transaction and all future transactions entered into with that same interested person during that financial year. The announcement requirement does not apply to any transaction below S\$100,000.</p>

Listing Rules	Listing Manual
<p>Connected transactions exempt from the independent shareholders' approval requirements:</p> <p>A connected transaction or continuing connected transaction on normal commercial terms where (a) each of the percentage ratios (other than the profits ratio) is less than 5%; or (b) each of the percentage ratios (other than the profits ratio) is less than 25% and the total consideration is less than HK\$10,000,000, then such transaction is only subject to the reporting and announcement requirements and is exempt from the independent shareholders' approval requirements.</p> <p>Exemptions</p> <p>The following transactions are not required to comply with the reporting, announcement and independent shareholders approval requirements:</p> <ol style="list-style-type: none"> <li>(1) intra-group transactions;</li> <li>(2) de minimis transactions;</li> <li>(3) issue of new securities under circumstances specified in Rule 14A.31 of the Listing Rules;</li> <li>(4) stock exchange dealings under circumstances specified in Rule 14A.31 of the Listing Rules;</li> <li>(5) purchase of own securities under circumstances specified in Rule 14A.31 of the Listing Rules;</li> <li>(6) directors' service contracts under circumstances specified in Rule 14A.31 of the Listing Rules;</li> <li>(7) consumer goods or consumer services under circumstances specified in Rule 14A.31 of the Listing Rules;</li> <li>(8) sharing of administrative services under circumstances specified in Rule 14A.31 of the Listing Rules;</li> <li>(9) transactions with persons connected at the level of subsidiaries under circumstances specified in Rule 14A.31 of the Listing Rules; and</li> <li>(10) transactions with associates of a passive investor under circumstances specified in Rule 14A.31 of the Listing Rules.</li> </ol>	<p>Transactions with interested person subject to shareholders' approval requirements:</p> <p>A listed company must obtain shareholder approval for any interested person transaction of a value equal to, or more than (a) 5% of the group's latest audited net tangible assets; or (b) 5% of the group's latest audited net tangible assets, when aggregated with other transactions entered into with the same interested person during the same financial year.</p> <p>However, a transaction which has been approved by shareholders, or is the subject of aggregation with another transaction that has been approved by shareholders, need not be included in any subsequent aggregation. The shareholders' approval requirement does not apply to any transaction below S\$100,000.</p> <p>Exemptions</p> <p>The following transactions are not required to comply with the announcement and shareholders' approval requirements:</p> <ol style="list-style-type: none"> <li>(1) a payment of dividends, a subdivision of shares, an issue of securities by way of a bonus issue, a preferential offer, or an off-market acquisition of the listed company's shares, made to all shareholders on a pro-rata basis, including the exercise of rights, options or company warrants granted under the preferential offer;</li> <li>(2) the grant of options, and the issue of securities pursuant to the exercise of options, under an employees' share option scheme approved by the SGX-ST;</li> <li>(3) a transaction between an entity at risk and an investee company, where the interested person's interest in the investee company,</li> </ol>

Listing Rules	Listing Manual
<p>The following transactions are not required to comply with the reporting, annual review, announcement and independent shareholders' approval requirements:</p> <p>(1) consumer goods or consumer services under circumstances specified in Rule 14A.31 of the Listing Rules; (2) sharing of administrative services under circumstances specified in Rule 14A.31 of the Listing Rules; (3) de minimis transactions; (4) transactions with persons connected at the level of subsidiaries under circumstances specified in Rule 14A.31 of the Listing Rules; and (5) transactions with associates of a passive investor under circumstances specified in Rule 14A.31 of the Listing Rules.</p>	<p>other than that held through the listed company, is less than 5%; (4) a transaction in marketable securities carried out in the open market where the counterparty's identity is unknown to the listed company at the time of the transaction;</p> <p>(5) a transaction between an entity at risk and an interested person for the provision of goods or services if (a) the goods or services are sold or rendered based on a fixed or graduated scale, which is publicly quoted; and (b) the sale prices are applied consistently to all customers or class of customers;</p> <p>(6) the provision of financial assistance or services by a financial institution that is licensed or approved by the Monetary Authority of Singapore, on normal commercial terms and in the ordinary course of business;</p> <p>(7) the receipt of financial assistance or services from a financial institution that is licensed or approved by the Monetary Authority of Singapore, on normal commercial terms and in the ordinary course of business;</p> <p>(8) director's fees and remuneration, and employment remuneration (excluding "golden parachute" payments).</p>

### 3. ISSUANCE OF SHARES AND SHARES REPURCHASE REQUIREMENTS

(A) General Mandate\*\*

#### **Rule 13.36(2)(b) of the Listing Rules**

The existing shareholders of the listed company may by an ordinary resolution in general meeting give a general mandate to the directors of the listed company which shall be subject to a restriction that the aggregate number of securities allotted or agreed to be allotted under the general mandate must not exceed the aggregate of 20% of the existing issued share capital of

#### **Rule 806(2) of the Listing Manual**

A general mandate must limit the aggregate number of shares and convertible securities that may be issued. The limit must be not more than 50% of the total number of issued shares excluding treasury shares, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more

	<u>Listing Rules</u>	<u>Listing Manual</u>
	<p>the listed company plus the number of such securities repurchased by the listed company itself since the granting of the general mandate (up to a maximum number equivalent to 10% of the existing issued share capital of the listed company), provided that the existing shareholders of the listed company have by a separate ordinary resolution in general meeting given a general mandate to the directors of the listed company to add such repurchased securities to the 20% general mandate.</p> <p><b>Rule 13.36(3) of the Listing Rules</b></p> <p>A general mandate given under rule 13.36(2) of the Listing Rules shall only continue in force until the earlier of (a) the conclusion of the first annual general meeting of the listed company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; and (b) revoked or varied by an ordinary resolution of the shareholders in general meeting.</p> <p><b>Rule 13.36(2)(b) of the Listing Rules</b></p> <p>The existing shareholders of the listed company may by an ordinary resolution in general meeting give a general mandate to the directors of the listed company which shall be subject to a restriction that the aggregate number of securities allotted or agreed to be allotted under the general mandate must not exceed the aggregate of 20% of the existing issued share capital of the listed company plus the number of such securities repurchased by the listed company</p>	<p>than 20% of the total number of issued shares excluding treasury shares. Unless prior shareholder approval is required under the Listing Manual, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.</p> <p><b>Rule 806(6), SGX Listing Manual</b></p> <p>A general mandate may remain in force until the earlier of (a) the conclusion of the first annual general meeting of the listed company following the passing of the resolution. By an ordinary resolution passed at that meeting, the mandate may be renewed, either unconditionally or subject to conditions; or (b) it is revoked or varied by ordinary resolution of the shareholders in general meeting.</p> <p><b>Rule 882 of the Listing Manual</b></p> <p>A share buy-back may only be made on the SGX-ST or on another stock exchange on which the listed company's securities are listed ("Market Acquisitions") or by way of an off-market acquisition in accordance with an equal access scheme as defined in section 76C of the Singapore Companies Act.</p> <p><b>Rule 881 of the Listing Manual</b></p> <p>A listed company may purchase its own shares if it has obtained the prior specific approval of shareholders in general meeting.</p>
(B) Repurchase Mandate***		

Listing Rules	Listing Manual
<p>itself since the granting of the general mandate (up to a maximum number equivalent to 10% of the existing issued share capital of the listed company), provided that the existing shareholders of the listed company have by a separate ordinary resolution in general meeting given a general mandate to the directors of the listed company to add such repurchased securities to the 20% general mandate.</p> <p><b>Rule 10.05 of the Listing Rules</b></p> <p>Subject to the provisions of the Code on Share Repurchases, a listed company may purchase its shares on the Stock Exchange or on another stock exchange recognized for this purpose by the Securities and Futures Commission and the Stock Exchange. All such purchases must be made in accordance with Rule 10.06 of the Listing Rules. The Code on Share Repurchases must be complied with by a listed company and its directors and any breach thereof by a listed company will be a deemed breach of the Listing Rules and the Stock Exchange may in its absolute discretion take such action to penalize any breach of this Rule 10.05 or the listing agreement as it shall think appropriate. It is for the listed company to satisfy itself that a proposed purchase of shares does not contravene the Code on Share Repurchases.</p> <p><b>Rule 10.06(2) of the Listing Rules</b></p> <p>A listed company shall not purchase its shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the 5 preceding trading days on which its shares were traded on the</p>	<p><b>Rule 884 of the Listing Manual</b></p> <p>In the case of a Market Acquisition, the purchase price must be at a price which is not more than 5% of the Average Closing Price. The term “Average Closing Price” means the average of the closing market prices of a share over the last 5 market days preceding the day of the Market Purchase on which transactions in the shares were recorded and deemed to be adjusted for any corporate action that occurs after the relevant 5-day period.</p> <p><b>Rule 723 of the Listing Manual</b></p> <p>A listed company must ensure that at least 10% of the total number of issued shares excluding treasury shares (excluding preference shares and convertible equity securities) in a class that is listed is at all times held by the public.</p>

	<u>Listing Rules</u>	<u>Listing Manual</u>
	<p>Stock Exchange; and a listed company shall not purchase its shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.</p> <p><b>Rule 8.08 of the Listing Rules</b></p> <p>There must be an open market in the securities for which listing is sought. This will normally mean at least 25% of the listed company's total issued share capital must at all times be held by the public, although if the market capitalization of the company is over HK\$10 billion, the Stock Exchange may accept a percentage of between 15% and 25%. In addition, there must be a minimum of 300 public shareholders and not more than 50% of the shares in public hands at the time of listing can be beneficially owned by the three largest public shareholders save for circumstances specified in Rule 8.08 of the Listing Rules.</p>	
(C) Share Option Scheme**	<p><b>Chapter 17 of the Listing Rules</b></p> <p>The share option scheme of a listed company or any of its subsidiaries must be approved by shareholders of the listed company in general meeting. The total number of securities which may be issued upon exercise of all options to be granted under the scheme and any other schemes must not in aggregate exceed 10% of the relevant class of securities of the listed company (or the subsidiary) in issue as of the date of approval of the scheme. Options lapsed in accordance with the terms of the scheme will not be counted for the purpose of calculating the 10% limit. The limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the scheme and any other schemes must not exceed</p>	<p><b>Rules 843 to 861 of the Listing Manual</b></p> <p>The approval of a listed company's shareholders must be obtained for any share option scheme or share scheme implemented by the listed company or its principal subsidiaries.</p> <p>A limit on the size of each scheme, the maximum entitlement for each class or category of participant (where applicable), and the maximum entitlement for any one participant (where applicable) must be stated. For the companies listed on the main board of the SGX-ST, the following limits must not be exceeded:</p> <p>(1) the aggregate number of shares available under all schemes must not exceed 15% of the total number of issued shares excluding treasury shares from time to time;</p>

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<p>30% of the relevant class of securities of the listed company (or the subsidiary) in issue from time to time. No options may be granted under any schemes of the listed company (or the subsidiary) if this will result in the limit being exceeded. The period within which the securities must be taken up under the option must not be more than 10 years from the date of grant of the option, and the life of the scheme must not be more than 10 years.</p> <p>The exercise price must be at least the higher of: (i) the closing price of the securities as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; and (ii) the average closing price of the securities as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant. For the purpose of calculating the exercise price where a listed company has been listed for less than five business days, the new issue price shall be used as the closing price for any business day falling within the period before listing.</p> <p>In addition to the shareholders' approval, each grant of options to a director, chief executive or substantial shareholder of a listed company, or any of their respective associates, under a scheme of the listed company or any of its subsidiaries must comply with the requirements of Rule 17.04(1) of the Listing Rules. Each grant of options to any of these persons must be approved by independent non-executive directors of the listed company (excluding independent non-executive director who is the grantee of the options).</p>	<p>(2) the aggregate number of shares available to controlling shareholders and their associates must not exceed 25% of the shares available under a scheme;</p> <p>(3) the number of shares available to each controlling shareholder or his associate must not exceed 10% of the shares available under a scheme;</p> <p>(4) the aggregate number of shares available to directors and employees of the listed company's parent company and its subsidiaries must not exceed 20% of the shares available under a scheme; and</p> <p>(5) the maximum discount under the scheme must not exceed 20%. The discount must have been approved by shareholders in a separate resolution.</p> <p>The exercise price of options to be granted must be set out in the scheme. Options granted at a discount may be exercisable after 2 years from the date of grant. Other options may be exercisable after 1 year from the date of grant.</p>

	Listing Rules	Listing Manual
	<p>Where any grant of options to a substantial shareholder or an independent non-executive director of the listed company, or any of their respective associates, would result in the securities issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant, (a) representing in aggregate over 0.1% of the relevant class of securities in issue; and (b) (where the securities are listed on the Stock Exchange), having an aggregate value, based on the closing price of the securities at the date of each grant, in excess of HK\$5 million, such further grant of options must be approved by shareholders of the listed company.</p> <p>The listed company must send a circular to the shareholders. All connected persons of the listed company must abstain from voting in favor at such general meeting.</p>	
<b>4. OTHER OBLIGATIONS</b>		
(A) Disclosure of interest*	<p>The Listing Rules require that the interests held by directors and chief executives and substantial shareholders (i.e. shareholders interested in 10% or more of the voting power) be disclosed in annual reports, interim reports and circulars of the listed company.</p> <p>The SFO provides that a substantial shareholder (i.e. shareholder interested in 5% or more of the shares in the listed company) is required to disclose his interest, and short positions, in the shares of the listed company, within ten business days after first becoming a substantial</p>	<p><b>Rule 704(3) of the Listing Manual</b></p> <p>A listed company must immediately announce any notice of substantial shareholders' and directors' interests in the listed company's securities or changes thereof received by the listed company. Such notice must contain the particulars as set out in Appendix 7.3 of the Listing Manual.</p> <p><b>Sections 81 to 84 of the Singapore Companies Act and section 137 of the SFA</b></p> <p>A person has a substantial shareholding in a company if he</p>

Listing Rules	Listing Manual
<p>shareholder, or to disclose his changes in percentage figures of his shareholdings in the listed company or ceasing to be a substantial shareholder within three business days after becoming aware of the relevant events. Which include when there is an increase or decrease in the percentage level of the holding of a substantial shareholder in the listed company that results in his interest crossing over a whole percentage number which is above 5%.</p> <p>For example, the interest of a substantial shareholder increases from 6.8% to 7.1% which crosses over 7%, then he is required to submit the notifications; but if his interest increases from 6.1% to 6.9%, he is not required to make notification. To work out the “percentage level” of the interest, a substantial shareholder simply rounds down the percentage figure of his interest to the next whole number.</p> <p>A director or a chief executive of a listed company is required to disclose his interest and short position in any shares in a listed company (or any of its associated companies) and their interest in any debentures of the listed company (or any of its associated companies) within ten business days after becoming a director or chief executives of the listed company or within three business days after becoming aware of the relevant events.</p> <p>If a person, who is both a substantial shareholder and a director of the listed company concerned under the SFO, such person may have separate duties to file notices (one in each capacity) as a result of a single event. For example, a person who is interested in 5.9% of the shares of a listed company and buys a further 0.2% will have to file a</p>	<p>has an “interest” in voting shares in the company, and the total votes attached to those shares is not less than 5 per cent of the total votes attached to all the voting shares in the company.</p> <p>A substantial shareholder is required to notify the company and the SGX-ST of changes in the “percentage level” of his shareholding or his ceasing to be a substantial shareholder, again within two business days after becoming a substantial shareholder or aware of such changes.</p> <p>The reference to changes in “percentage level” means any changes in a substantial shareholder’s interest in the company which results in his interest, following such change, increasing or decreasing to the next discrete 1% threshold. For example, an increase in interests in the company from 5.1% to 5.9% need not be notified, but an increase from 5.9% to 6.1% will have to be notified.</p> <p><b>Sections 165 and 166 of the Singapore Companies Act</b></p> <p>A director of a listed company is required to notify the listed company and the SGX-ST within two business days after the date on which he became a director or the date on which he became a registered holder or acquired an interest in the shares, debentures, participatory interests, rights, options or contracts.</p>

	<u>Listing Rules</u>	<u>Listing Manual</u>
	notice because he is a director (and therefore has to disclose all transactions) and will also have to file a notice as a substantial shareholder because his interest has crossed the 6% level.	
(B) Continuing obligations***	<b>Chapter 13 of the Listing Rules sets out the continuing obligations of a listed company to disclose information.</b>	<b>Chapter 7 of the Listing Manual sets out the continuing obligation of a listed company to disclose material information.</b>
(C) Board composition and other committees**	<p><b>Rules 3.10 and 8.12 of the Listing Rules</b></p> <p>Every board of directors of a listed company must include at least three independent non-executive directors. A new applicant applying for a primary listing on the Stock Exchange must have sufficient management presence in Hong Kong, which normally means to have at least two of its executive directors be ordinarily resident of Hong Kong.</p> <p><b>Rules 3.21, 3.22 and paragraph C.3 of Appendix 14 of the Listing Rules</b></p> <p>Every listed company must establish an audit committee comprising non-executive directors only. The audit committee must comprise a minimum of three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise. The board of directors of the listed company must approve and provide written terms of reference for the audit committee.</p> <p><b>Rule 3.25 &amp; paragraph B.1 of Appendix 14 of the Listing Rules</b></p> <p>It is a recommended best practice that listed companies should</p>	<p><b>Rule 720 of the Listing Manual</b></p> <p>Foreign listed companies are required to have at least two independent directors who are Singapore residents on the Board of Directors on a continuing basis, and not just on listing.</p> <p><b>Rule 11 of the Code of Corporate Governance (“COCG”)</b></p> <p>The board or directors should establish an audit committee with written terms of reference which clearly set out its authority and duties.</p> <p><b>Rule 11.1 of COCG</b></p> <p>The audit committee should comprise at least three directors, all non-executive, the majority of whom including the chairman should be independent.</p> <p><b>Rule 11.2 of COCG</b></p> <p>The board of directors should ensure that at least 2 members of the audit committee should have accounting or related financial management expertise or experience.</p> <p><b>Rule 7.1 of COCG</b></p> <p>The board of directors should set up a remuneration committee comprising entirely of non-executive directors, the</p>

Listing Rules	Listing Manual
<p>establish a remuneration committee with specific written terms of reference. A majority of the members of the remuneration committee should be independent non-executive directors.</p> <p><b>Rule 3.25 &amp; paragraph A.4 of Appendix 14 of the Listing Rules</b></p> <p>It is a recommended best practice that a listed company should establish a nomination committee. A majority of the members should be independent non-executive directors.</p>	<p>majority of whom, including the chairman should be independent.</p> <p><b>Rule 4.1 of COCG</b></p> <p>Companies should establish a nominating committee to make recommendations to the board on all board appointments. The nomination committee should comprise at least 3 directors, a majority of whom, including the chairman should be independent.</p> <p>In addition, the chairman of the nomination committee should be a director who is not, or who is not directly associated with a substantial shareholder (with interest of 5% or more in the voting shares of the company).</p>

\* represents the Listing Manual generally has more onerous requirements.

\*\* represents the Listing Rules generally has more onerous requirements.

\*\*\* represents the Listing Manual and the Listing Rules generally have similar requirements.