



MOBILEONE LTD

(Incorporated in the Republic of Singapore)
(Company Registration No. 199206031W)

Directors:

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Neil Montefiore (Chief Executive Officer)
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Registered Office:

10 International Business Park
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6 March 2006

**To: The Shareholders of
MobileOne Ltd**

Dear Sir/Madam

1. INTRODUCTION

- 1.1 **AGM.** The Directors of the Company are convening the AGM to be held on 28 March 2006 to seek Shareholders' approval for, *inter alia*, the proposed amendments to the Memorandum and Articles and the proposed renewal of the Share Purchase Mandate, as further explained in paragraphs 2 and 3 respectively below.
- 1.2 **Letter to Shareholders.** The purpose of this Letter is to provide Shareholders with information relating to the proposed amendments to the Memorandum and Articles of Association and the proposed renewal of the Share Purchase Mandate to be tabled at the AGM.
- 1.3 **SGX-ST.** The SGX-ST takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Circular.
- 1.4 **Definitions.** Terms used in this letter shall have the meaning as defined in Appendix II to this Letter.

2. THE PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

- 2.1 **The Companies Amendment Act 2005.** The Companies Amendment Act 2005, which came into operation on 30 January 2006, introduced key amendments to the Companies Act. These amendments include the abolition of the concepts of par value and authorised capital, and allowing repurchased shares to be held as treasury shares.

With the abolition of the concept of par value pursuant to the Companies Amendment Act 2005, shares of a company will no longer have any par or nominal value. The concepts of share premium and the issue of shares at a discount have also been abolished accordingly.

The Companies Amendment Act 2005 also introduced new provisions on treasury shares. Under these new provisions, shares which are the subject of a share repurchase by a company can be held by that company as treasury shares instead of being cancelled. The right to attend and vote at meetings and the right to dividend or other distributions will be suspended for so long as the repurchased shares are held in treasury.

In consequence of the changes to be introduced by the Companies Amendment Act 2005, the SGX-ST may also be making amendments to relevant rules in the Listing Manual, to realign such rules with the changes to the companies legislation.

- 2.2 **Amendments to the Memorandum.** In 1992, when the Company adopted its current Memorandum, it was a requirement that the memorandum of association of every company must contain an objects clause. An objects clause sets out the purpose for which a company is in business and what it is empowered to do. This is of importance to third parties who deal with the company and its members.

Accordingly, clause 3 of the Company's current Memorandum provides an extensive list of activities in which the Company has the capacity or power to engage. The Company may only act within the scope of the objects stated in clause 3 of the Company's Memorandum.

When objects clauses were drafted, it was exceptionally difficult for the draftsman to describe with clarity each and every activity in which a company might become involved, hence such clauses are generally very lengthy and drafted very widely. However, as it was impossible to cover every eventuality and foresee all future developments, the very presence of an objects clause in the memorandum of association of a company may often limit the company's power to act in a particular way or to engage in a particular transaction.

To eradicate the uncertainty surrounding a company's power to act, amendments were made to the Companies Act pursuant to the Companies Amendment Act 2004 to, *inter alia*, remove the requirement that the objects of a company be stated in its memorandum and to provide that a company may, by special resolution, alter the provisions of its memorandum. These amendments came into force on 1 April 2004.

The Directors propose to amend the Memorandum to *inter alia*, delete the objects clause in clause 3 of the Memorandum to (a) remove any uncertainty as to whether the Company has the power to act in a particular way or to engage in a particular transaction and (b) update the Memorandum generally to reflect the amendments made to the Companies Act pursuant to the Companies Amendment Act 2004 and the Companies Amendment Act 2005.

- 2.3 **Amendments to the Articles.** The Company's current Articles were adopted in 2002 and do not reflect developments in the Companies Act which have taken place since 2002, in particular the full amendments to the Companies Act introduced by the Companies Amendment Act 2005. Amendments are proposed to the Articles in order to update them generally and to be in line with the developments in the Companies Act which have taken place since 2002. The Company is also taking this opportunity to streamline and rationalise certain other provisions in the Articles.

- 2.4 **Summary of Amendments.** The following is a summary of the main proposed amendments to the Memorandum and Articles:

Article 2

Article 2 is the interpretation section of the Articles, and is proposed to be altered to provide for the following:

- (i) that the expression "treasury shares" is to have the meaning ascribed to it in the Companies Act, namely, shares which were (or are treated as having been) purchased by the Company in circumstances in which Section 76H of the Companies Act applies, and have been held by the Company continuously since the treasury shares were so purchased;

- (ii) the expression “electronic communications” is to have the meaning prescribed to it in the Companies Act, namely communication which is transmitted (whether from one person to another, from one device to another, from a person to a device or from a device to a person) (a) by means of a telecommunication system or (b) by other means but while in electronic form, such that it can (where particular conditions are met) be received in legible form or be made legible following receipt in non-legible form and the expression “telecommunication system” is to have the meaning ascribed to it in the Telecommunications Act (Chapter 323) of Singapore;
- (iii) that, except where otherwise expressly provided in the Articles, references in the Articles to “holder(s)” of Shares or a class of Shares and “Member(s)” shall exclude the Company in relation to Shares held by it as treasury shares;
- (iv) that in the interest of clarity and consistency it is proposed that the definitions of “Annual General Meeting”, “Extraordinary General Meeting”, “General Meeting”, “Ordinary Resolution”, “Register of Members” and Special Resolution” shall have the meanings ascribed to them in the Companies Act.

Article 3

Article 3 states the authorized share capital of the Company, and is proposed to be deleted following the abolition of the concept of authorized share capital pursuant to the Companies Amendment Act 2005.

Article 4

Article 4(a) provides that no Shares are to be issued at a discount except in accordance with the provisions of the Statutes, and is proposed to be deleted following the abolition of the concept of nominal value and the repeal of the statutory provisions governing the issue of shares at a discount to the nominal value pursuant to the Companies Amendment Act 2005.

Articles 5(A) and 6(A)

Articles 5(A) and 6(A) which deal with the rights and issue of preference shares is proposed to be amended to replace references to “total nominal value” (in conjunction with the abolition of the concept of nominal value pursuant to the Companies Amendment Act 2005) with references to “total voting rights” of the preference shares.

Articles 7 and 8(A)

Articles 7 and 8(A) which deal with the alteration of share capital are proposed to be amended to delete the reference to amount of shares (in conjunction with the abolition of the concepts of par value and authorised capital pursuant to the Companies Amendment Act 2005).

Article 9

Article 9 provides that the Company may by ordinary resolution, *inter alia*, consolidate and divide all or any of its share capital into Shares of larger amount than its existing Shares, and subdivide its Shares into Shares of smaller amount. It is proposed that Articles 9(a) and 9(c) be amended to delete the references to the “amount” of Shares in conjunction with the abolition of the concept of par value pursuant to the Companies Amendment Act 2005.

Article 9(b) provides that the Company may by ordinary resolution cancel any Shares which have not been taken by any person and diminish the amount of capital by the amount of the Shares so cancelled. It is proposed that this provision be amended to replace “have not been taken, or agreed to be taken, by any person” with “have been forfeited” in conjunction with the abolition of the concept of authorised capital pursuant to the Companies Amendment Act 2005.

Article 10

Article 10(A), which provides that the Company may reduce its share capital, capital redemption reserve fund or any share premium account or any reserve as authorised by law, is proposed to be amended to delete the references to the capital redemption fund and the share premium account since, under the Companies Amendment Act 2005, any amounts standing to the credit of the Company's capital redemption fund and share premium account become part of its share capital. Article 10(A) is proposed to be further amended to delete references to reduction of nominal amount of issued share capital in conjunction with the abolition of the concepts of par value and authorised capital.

Article 10(B) provides that the Company may, subject to and in accordance with the Companies Act, purchase or otherwise acquire its issued Shares. Consequential changes are proposed to Article 10(B) to cater for the holding of any purchased or acquired shares in treasury in accordance with the Companies Act, as amended by the Companies Amendment Act 2005.

New Article 10(C)

A new provision on treasury shares is proposed to be inserted as Article 10(C). This new provision will state that the Company may purchase shares to be held as treasury shares and shall be entered in the Register of Members as the member holding the shares. However, the Company shall not exercise any right in respect of treasury shares other than as provided by the Companies Act but that subject thereto, the Company may hold or deal with its treasury shares in the manner authorised by, or prescribed pursuant to, the Companies Act.

Article 14

Article 14 provides that the Company may exercise the powers of paying commissions conferred by the Companies Act and may also pay such brokerage as may be lawful. Although Section 69 of the Companies Act relating to the power to pay certain commissions has been repealed pursuant to the Companies Amendment Act, the Company may nevertheless retain a power to pay commissions or brokerage under the Articles. Article 14 is thus proposed to be altered to provide that the Company may pay commissions or brokerage on any issue of Shares at such rate or amount and in such manner as the Directors may deem fit.

Articles 21, 24 and 26

Articles 21, 24 and 26 deal with calls on members in respect of any money unpaid on their Shares. It is proposed that these provisions be altered to remove all references to nominal value and share premium in line with the abolition of these concepts pursuant to the Companies Amendment Act 2005.

Articles 46, 47 and 48

Articles 46, 47 and 48 relate to stock in the capital of the Company. Drafting changes are proposed on the rights of stockholders, to replace references to "amount of stock" with "number of stock units" and to all direct and indirect references to nominal value in conjunction with the abolition of the concept of nominal value pursuant to the Companies Amendment Act 2005.

Article 61

Article 61(d) deals with the exceptions to a resolution being put to the vote of the meeting and decided by a show of hands. Article 61(d) is proposed to be altered to provide that a poll can be demanded by a member present in person or by proxy and holding not less than 10 per cent. of the total sum paid up on all Shares of the Company conferring that right (excluding treasury shares), following the abolition of the concept of par value and the introduction of provisions on treasury shares pursuant to the Companies Amendment Act 2005.

Articles 65 and 71(A)

Articles 65 and 71(A) are proposed to be altered to provide that members of the Company which are nominee companies are not subject to any restrictions in relation to the number of proxies which may be appointed pursuant to the recommendations of the Code of Corporate Governance 2005.

Article 121

Article 121 provides for the declaration of dividends by the Company and is proposed to be amended to provide that no dividends may be paid in respect of treasury shares in accordance with the Companies Amendment Act 2005.

Article 123

Article 123, which provides for the apportionment of dividends according to the amounts paid or credited as paid on the Shares, is proposed to be amended in view of the abolition of the concept of par value pursuant to the Companies Amendment Act. Article 123 as amended will provide that all dividends are to be paid in proportion to the number of Shares held, and that where Shares are partly paid, all dividends must be apportioned and paid proportionately to the amounts paid or credited as paid.

Article 129

Article 129 provides, *inter alia*, that the payment of dividends or other monies payable on or in respect of a Share by the Company to CDP would discharge the Company from any liability to the Depositor in respect of that payment. Drafting changes are proposed to Article 129 to make it clear that the same applies where CDP returns any such unclaimed dividends or monies to the Company, a Depositor shall not have any right or claim against the Company in respect of such returned unclaimed dividends or monies after a period of six years from the date they are first payable may be forfeited, and if so, shall revert to the Company.

Articles 132 and 133

Articles 132 and 133 deal with the capitalisation of profits and reserves. Article 132 is proposed to be altered to delete the references to the reserve fund and the share premium account since under the Companies Amendment Act 2005, any amounts standing to the credit of the Company's reserve fund and share premium account become part of its share capital. Article 133 is proposed to be altered to delete a reference to "par value" in conjunction with the abolition of the concept of par value pursuant to the Companies Amendment Act 2005.

Articles 139 and 141

Articles 139 and 141 currently provide that notices or documents may be served by the Company either personally or by post. The Companies Amendment Act 2004 introduced new provisions that permit electronic distribution of notices of meetings, statutory reports and other documents to members, officers and auditors under certain specified conditions. Electronic transmission may be in the form of sending the notices or documents using electronic communications to the current address of the recipient, or publishing the notice or document on a website such that they are accessible by the recipient.

To update the Articles, it is proposed that Article 139 be amended to permit the Company to serve or deliver notices or other documents using electronic communications in accordance with the provisions of the Companies Act, as amended pursuant to the Companies Amendment Act 2004 and/or any other applicable regulations or procedures. In addition, Article 141 which provides for when any notice is deemed to be served, is proposed to be amended to provide that any notice or document sent by electronic communications shall be deemed to be served upon transmission of the electronic communication to the mail server designated by such address or as otherwise provided under the Act and/or any other applicable regulations or procedures.

In addition, Articles 11, 35, 36, 38(A), 38(B), 39, 51, 52(C), 53, 77, 135 and 136 are also proposed to be amended to replace terminology generally to be in line with the current provisions of the Companies Act, the Listing Rules and other applicable acts in force.

- 2.5 **Text of Memorandum and Articles to be altered.** The text of the Memorandum and Articles which are proposed to be deleted or amended are set out in Appendix I to this Circular.
- 2.6 **Shareholders' Approval.** The proposed amendments to the Memorandum and Articles are subject to Shareholders' approval. Accordingly, the Directors are convening the AGM to be held on 28 March 2006 at 10.00 a.m. at the Intercontinental Singapore, Ballroom 1 & 2 (Level 2), 80 Middle Road, Singapore 188966, to seek the approval of the Shareholders for the proposed amendments to the Memorandum and Articles. Kindly refer to (a) the Notice of the AGM dated 6 March 2006, accompanying the Annual Report 2005 of the Company, convening the AGM to be held on 28 March 2006 and (b) Special Resolution No. 13 under the heading "Special Business" set out in the Notice of AGM.

3. THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

- 3.1 **The Proposed Renewal of the Share Purchase Mandate.** It is a requirement under the Companies Act that a company which wishes to purchase or otherwise acquire its own shares has to obtain the approval of its shareholders to do so at a general meeting of its shareholders. At the Extraordinary General Meeting held on 25 March 2004, the Shareholders had approved a mandate to enable the Company to purchase or otherwise acquire its issued Shares. At the AGM of the Company held on 31 March 2005 ("**2005 AGM**"), the Shareholders subsequently approved the renewal of the mandate (the "**2005 Share Purchase Mandate**") to enable the Company to purchase or acquire its issue Shares. The rationale for, the authority and limitations on, and the financial effects of, the 2005 Share Purchase Mandate were set out in the Company's Circular to the Shareholders dated 14 March 2005.

The authority conferred pursuant to the 2005 Share Purchase Mandate may be exercised by the Directors at any time during the period commencing from the date of the 2005 AGM and expiring on the date when the next annual general meeting of the Company is held, or the date by which the next annual general meeting of the Company is required to be held by law, whichever is earlier.

Accordingly, the Directors are convening the AGM to be held on 28 March 2006 at 10.00 a.m. at the Intercontinental Singapore, Ballroom 1 & 2 (Level 2), 80 Middle Road, Singapore 188966, to seek the approval of the Shareholders for the renewal of the Share Purchase Mandate. In this regard, a resolution will be proposed as Ordinary Resolution pursuant to which the renewal of the Share Purchase Mandate will be given to the Directors to exercise all powers of the Company to purchase or otherwise acquire its issued Shares on the terms of the Share Purchase Mandate. Kindly refer to (a) the Notice of the AGM dated 6 March 2006, accompanying the Annual Report 2005 of the Company, convening the AGM to be held on 28 March 2006 and (b) Ordinary Resolution No. 14 under the heading "Special Business" set out in the Notice of AGM.

- 3.2 **Rationale for Share Purchase Mandate.** The approval of the Share Purchase Mandate authorising the Company to purchase or acquire its Shares would give the Company the flexibility to undertake share purchases or acquisitions up to the 10 per cent. limit described in paragraph 3.3.1 below at any time, during the period when the Share Purchase Mandate is in force.

The rationale for the Company to undertake the purchase or acquisition of its issued Shares is as follows:

- (a) The Share Purchase Mandate will allow the Company to have greater flexibility in managing its capital structure and dividend policy.
- (b) The Share Purchase Mandate is an expedient and cost-efficient way for the Company to return surplus cash/funds, if any, which is in excess of the foreseeable financial and investment needs of the Group to its Shareholders.

- (c) In managing the business of the Group, management strives to increase Shareholders' value by improving, *inter alia*, the return on equity of the Group. Share purchase is one of the ways through which the return on equity of the Group may be enhanced.

While the Share Purchase Mandate would authorise a purchase or acquisition of Shares up to the said 10 per cent. limit during the duration referred to in paragraph 3.3.2 below, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full 10 per cent. limit as authorised and the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate would be made only as and when the Directors consider it to be in the best interests of the Company and/or Shareholders and in circumstances which they believe will not result in any material adverse effect to the financial position of the Company or the Group, or result in the Company being delisted from the SGX-ST. The Directors will use their best efforts to ensure that after a purchase or acquisition of Shares pursuant to the Share Purchase Mandate, the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or adversely affect the orderly trading and listing status of the Shares on the SGX-ST.

- 3.3 **Authority and Limits on the Share Purchase Mandate.** The authority and limitations placed on purchases or acquisitions of Shares by the Company under the proposed Share Purchase Mandate are summarised below:

3.3.1 ***Maximum Number of Shares***

Only Shares which are issued and fully paid-up may be purchased by the Company. The total number of Shares which may be purchased or acquired pursuant to the Share Purchase Mandate is limited to that number of Shares representing not more than 10 per cent. of the issued ordinary share capital of the Company (ascertained as at the date of the last Annual General Meeting or at the date of the forthcoming AGM at which the renewal of the Share Purchase Mandate is approved, whichever is higher, unless the share capital of the Company has been reduced in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered). Any Shares which are held as treasury shares will be disregarded for purposes of computing the 10 per cent. limit.

For illustrative purposes only, on the basis of 985,632,978 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued on or prior to the AGM, not more than 98,563,297 Shares (representing 10 per cent. of the issued ordinary share capital of the Company as at that date) may be purchased by the Company pursuant to the proposed Share Purchase Mandate during the duration referred to in paragraph 3.3.2 below.

3.3.2 ***Duration of Authority***

Purchases or acquisitions of Shares pursuant to the proposed Share Purchase Mandate may be made, at any time and from time to time, on and from the date of the forthcoming AGM, at which the Share Purchase Mandate is approved, up to:

- (a) the date on which the next Annual General Meeting is held or required by law to be held; or
- (b) the date on which the purchases or acquisitions of Shares pursuant to the proposed Share Purchase Mandate are carried out to the full extent mandated; or
- (c) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Shareholders in a general meeting,

whichever is the earliest.

3.3.3 ***Manner of Purchases or Acquisitions of Shares***

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

- (a) an on-market purchase ("**Market Purchase**"), transacted on the SGX-ST through the SGX-ST's trading system, through one or more duly licensed stock brokers appointed by the Company for the purpose; and/or
- (b) an off-market purchase ("**Off-Market Purchase**") effected pursuant to an equal access scheme.

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

- (i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of the abovementioned persons shall be given a reasonable opportunity to accept the offers made; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded (1) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements; (2) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid (if applicable); and (3) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

Pursuant to the Listing Rules, if the Company wishes to make an Off-Market Purchase in accordance with an equal access scheme, it will issue an offer document to all Shareholders containing at least the following information:

- (1) the terms and conditions of the offer;
- (2) the period and procedures for acceptances;
- (3) the reasons for the proposed purchase or acquisition of Shares;
- (4) the consequences, if any, of the purchases or acquisitions of Shares by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (5) whether the purchases or acquisitions of Shares, if made, would have any effect on the listing of the Shares on the SGX-ST; and
- (6) details of any purchases or acquisitions of Shares made by the Company in the previous 12 months (whether Market Purchases or Off-Market Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases of Shares, where relevant, and the total consideration paid for the purchases.

3.3.4 ***Purchase Price***

The purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors. However, the purchase price to be paid for the Shares pursuant to the purchases or acquisitions of the Shares must not exceed:

- (a) in the case of a Market Purchase, 105 per cent. of the Average Closing Price; and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 110 per cent. of the Average Closing Price,

(the “**Maximum Price**”) in either case, excluding related expenses of the purchase or acquisition.

For the above purposes:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five (5) Market Days (a “**Market Day**” being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days.

- 3.4 **Status of Purchased Shares.** A Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.
- 3.5 **Treasury Shares.** Under the Companies Act, as amended by the Companies Amendment Act 2005, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act, as amended by the Companies Amendment Act 2005, are summarised below:

3.5.1 ***Maximum Holdings***

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

3.5.2 ***Voting and Other Rights***

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

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

3.5.3 ***Disposal and Cancellation***

Where Shares are held as treasury shares, the Company may at any time:

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

- 3.6 **Reporting Requirements.** Within 30 days of the passing of a Shareholders' resolution to approve the purchases of Shares by the Company, the Company shall lodge a copy of such resolution with the Registrar.

The Company shall notify the Registrar within 30 days of a purchase of Shares on the SGX-ST or otherwise. Such notification shall include details of the purchases, the total number of Shares purchased by the Company, the Company's issued ordinary share capital as at the date of the Shareholders' resolution approving the purchase of the Shares and after the purchase of Shares, and the amount of consideration paid by the Company for the purchases.

The Listing Rules specify that a listed company shall notify the SGX-ST of all purchases or acquisitions of its Shares not later than 9.00 a.m.:

- (a) in the case of a Market Purchase, on the Market Day following the day on which the Market Purchase was made, and
- (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptance of the offer for the Off-Market Purchase.

The notification of such purchases or acquisitions of Shares to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe. The Company shall make arrangements with its stockbrokers to ensure that they provide the Company in a timely fashion the necessary information which will enable the Company to make the notifications to the SGX-ST.

- 3.7 **Source of Funds.** The Company may only apply funds for the purchase or acquisition of the Shares as provided in the Articles and in accordance with the applicable laws in Singapore. The Company may not purchase its Shares for a consideration other than in cash or, in the case of a Market Purchase, for settlement otherwise than in accordance with the trading rules of the SGX-ST.

Previously, any payment made by the Company in consideration of the purchase or acquisition of its own Shares may only be made out of the Company's distributable profits. The Companies Amendment Act 2005 now permits the Company to also purchase or acquire its own Shares out of capital, as well as from its distributable profits.

The Company intends to use internal sources of funds or external borrowings or a combination of both to finance the Company's purchase or acquisition of the Shares pursuant to the Share Purchase Mandate. The Directors do not propose to exercise the Share Purchase Mandate to such extent that it would materially and adversely affect the financial position of the Group.

- 3.8 **Financial Effects.** It is not possible for the Company to realistically calculate or quantify the impact of purchases or acquisitions of Shares that may be made pursuant to the Share Purchase Mandate on the NTA and EPS as the resultant effect would depend on, *inter alia* aggregate number of Shares purchased or acquired, whether the purchase or acquisition is made out of capital or profits, the purchase prices paid for such Shares and the amount (if any) borrowed by the Company to fund the purchases or acquisitions of Shares and whether the Shares purchased or acquired are cancelled or held as treasury shares.

The Company's total issued share capital will be diminished by the total number of the Shares purchased by the Company and which are cancelled. The NTA of the Group will be reduced by the aggregate purchase price paid by the Company for the Shares.

Under the Companies Act, as amended by the Companies Amendment Act 2005, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the

Company. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

The Directors do not propose to exercise the Share Purchase Mandate to such an extent that it would materially and adversely affect the financial position of the Group. The purchase or acquisition of the Shares will only be effected after considering relevant factors such as the working capital requirement, availability of financial resources, capital structure, the foreseeable expansion and investment plans of the Group and the prevailing market conditions. The proposed Share Purchase Mandate will be exercised with a view to enhancing the earnings and/or the NTA value per Share of the Group.

For illustrative purposes only, the financial effects of the Share Purchase Mandate on the Company and the Group, based on the audited financial accounts of the Group for the financial year ended 31 December 2005 are based on the assumptions set out below:

- (a) based on 985,632,978 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are held by the Company as treasury shares on or prior to the forthcoming AGM, not more than 98,563,297 Shares (representing 10 per cent. of the issued ordinary share capital of the Company as at that date) may be purchased by the Company pursuant to the proposed Share Purchase Mandate.
- (b) in the case of Market Purchases by the Company and assuming that the Company purchases or acquires 98,563,297 Shares at the Maximum Price of S\$2.30 for one (1) Share (being the price equivalent to five (5) per cent. above the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 98,563,297 Shares (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) is approximately S\$226,695,583.

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 98,563,297 Shares at the Maximum Price of S\$2.41 for one (1) Share (being the price equivalent to 10 per cent. above the Average Closing Price of the Shares on the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 98,563,297 Shares (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) is approximately S\$237,537,546.

Based on the assumptions set out in sub-paragraphs (a) and (b) above and assuming that (i) the purchase or acquisition of Shares is financed solely by internal sources of funds; (ii) the Share Purchase Mandate had been effective on 1 January 2005; and (iii) the Company had purchased or acquired 98,563,297 Shares (representing 10 per cent. of its issued ordinary share capital at the Latest Practicable Date) on 1 January 2005, the financial effects of the purchase or acquisition of 98,563,297 Shares by the Company pursuant to the Share Purchase Mandate on the audited financial accounts of the Company and the Group for the financial year ended 31 December 2005 are set out below:

Market Purchases

	<u>Group</u>	
	Before Share Purchase S\$'000	After Share Purchase S\$'000
As at 31 December 2005		
Shareholders' Funds ⁽¹⁾	463,895	235,399
Current Assets	282,856	112,420
Current Liabilities	267,459	269,259
Total Borrowings	250,000	306,260
Cash and Cash Equivalents	175,436	5,000
Number of Shares ('000)	983,956,978	885,393,681 ⁽²⁾

Financial Ratios

Basic Earnings per Shares ⁽³⁾ (S\$)	0.164	0.180
Net Asset per Share (S\$)	0.471	0.266
Gearing ⁽⁴⁾ (%)	16	128
Current Ratio ⁽⁵⁾ (times)	1.1	0.4
Return on equity ⁽⁶⁾ (%)	37.2	49.9

Off-Market Purchases

	<u>Group</u>	
	Before Share Purchase S\$'000	After Share Purchase S\$'000
As at 31 December 2005		
Shareholders' Funds ⁽¹⁾	463,895	224,210
Current Assets	282,856	112,420
Current Liabilities	267,459	269,606
Total Borrowings	250,000	317,102
Cash and Cash Equivalents	175,436	5,000
Number of Shares ('000)	983,956,978	885,393,681 ⁽²⁾

Financial Ratios

Basic Earnings per Shares ⁽³⁾ (S\$)	0.164	0.180
Net Asset per Share (S\$)	0.471	0.253
Gearing ⁽⁴⁾ (%)	16	139
Current Ratio ⁽⁵⁾ (times)	1.1	0.4
Return on equity ⁽⁶⁾ (%)	37.2	50.7

Notes:

- (1) The share purchases may be made out of a combination of profits and capital, which will be decided at the time of the share purchases, in the Directors' discretion.
- (2) The number of Shares in issue will be 983,956,978 Shares in the event that the share purchases are held as treasury shares. In the event that the share purchases are cancelled, the number of Shares in issue will be 885,393,681.
- (3) In the event that the share purchases are held as treasury shares, such shares are excluded in this computation.
- (4) Gearing means the ratio of net borrowings to shareholders' funds.
- (5) Current Ratio means the ratio of current assets to current liabilities.
- (6) Return on Equity means the net profit over average shareholders' equity.

Shareholders should note that the financial effects set out above are purely for illustrative purposes only. Although the proposed Share Purchase Mandate would authorise the Company to purchase or acquire up to 10 per cent. of its issued Shares, the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10 per cent. of the issued Shares. In particular, the Directors do not intend to exercise the share purchase mandate up to the maximum limit and to such an extent if such exercise would materially and adversely affect the financial position of the Group. In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased in treasury.

- 3.9 **Taxation.** Pursuant to Section 10J of the Income Tax Act, a company which buys back its own shares using funds other than contributed capital is deemed as having paid a dividend to the shareholders from whom the shares are purchased or acquired. The company will thus have to provide for franking of the buyback at the prevailing corporate rate (currently 20 per cent. from Year of Assessment 2006) in the same way as paying a taxed dividend, the amount paid out for the buyback being the net dividend. Franking is not required if the buyback is out of exempt profits that can be used to pay exempt dividends.

The one-tier corporate tax system took effect from 1 January 2003. With the one-tier corporate tax system, resident companies pay a final tax on their corporate profits and thereafter, dividends can be distributed freely. Dividends will be exempt from further tax when paid out to shareholders. The Income Tax Act allows a five (5)-year transitional period (from 1 January 2003 to 31 December 2007) to enable companies with unutilised Section 44 credits, as at 31 December 2002, to pay franked dividends. Thereafter, all companies will be governed by the one-tier corporate tax system.

As the Company is already under the one-tier corporate tax system, any deemed dividend will be treated as tax-exempt (one-tier) dividend.

From a Shareholder's perspective, the tax treatment of the receipts from the buy-back would depend on whether or not the sale is by way of a Market Purchase or an Off-Market Purchase.

Proceeds received by Shareholders who sell their Shares to the Company in Market Purchases through the normal ready counters will be treated for income tax purposes like any other disposal of shares and not as a dividend. Whether or not such proceeds are taxable in the hands of such Shareholders will depend on whether such proceeds are receipt of an income or a capital nature. Proceeds received by Shareholders who sell their Shares to the Company in an Off-Market Purchase, where the share buyback is made otherwise than on the SGX-ST, and such Shareholders are not transferees to whom Section 10N of the Income Tax Act applies, being proceeds made pursuant to an equal access scheme authorised by the Company in advance at the AGM, such proceeds will be treated for income tax purposes as the receipt of a dividend.

The above statements are general in nature and are based on certain aspects of current tax laws in Singapore which are in force as of the date of this Circular and are subject to any changes in such laws, or in the interpretation of these laws occurring after the date of this Circular, which changes could be made on a retroactive basis. These statements should not be regarded as a comprehensive description of all the tax considerations that may be relevant to a decision to vote in favour of or against the Share Purchase Mandate.

Shareholders should note that the foregoing statements are not to be regarded as advice on the tax position of any Shareholder or on any tax implications arising from the Share Purchase Mandate. Shareholders who are in doubt as to their respective tax positions or any such tax implications or who may be subject to tax in a jurisdiction other than Singapore should consult their own professional advisers.

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

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

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

3.10.2 ***Persons Acting in Concert***

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

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

- (a) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the above companies, and any company whose associated companies include any of the above companies;
- (b) a company with any of its directors, together with their close relatives, related trusts and any companies controlled by any of the directors, their close relatives and related trusts;
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund in respect of the investment account which such person manages on a discretionary basis;
- (e) a financial or other professional adviser, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser and all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total 10 per cent. or more of the client's equity share capital;
- (f) directors of a company, together with their close relatives, related trusts and companies controlled by any of them, which is subject to an offer or where they have reason to believe a bona fide offer for their company may be imminent;
- (g) partners; and
- (h) an individual, his close relatives, his related trusts, and any person who is accustomed to act according to his instructions and companies controlled by any of the above persons.

For this purpose, ownership or control of at least 20 per cent. but not more than 50 per cent. of the voting rights of a company will be regarded as the test of associated company status.

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

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

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring Shares, the voting rights of such Directors and their concert parties would increase to 30 per cent. or more, or in the event that such Directors and their concert parties hold between 30 per cent. and 50 per cent. of the Company's voting rights, if the voting rights of such Directors and their concert parties would increase by more than one (1) per cent. in any period of six (6) months.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30 per cent. or more, or, if such Shareholder holds between 30 per cent. and 50 per cent. of the Company's voting rights, the voting rights of such Shareholder would increase by more than one (1) per cent. in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate.

Other than as disclosed above, the Directors are not aware of any facts or factors which suggest or imply that any particular Shareholder(s) are, or may be regarded as, parties acting in concert such that their respective interests in voting shares in the capital of the Company should or ought to be consolidated, and consequences under the Take-over Code would ensue as a result of a purchase of Shares by the Company pursuant to the Share Purchase Mandate.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any purchase or acquisition of Shares by the Company should consult the SIC and/or their professional advisers at the earliest opportunity.

- 3.11 **Listing Rule(s).** While the Listing Rules do not expressly prohibit purchase of shares by a listed company during any particular time or times, because the listed company would be considered an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not purchase any Shares pursuant to the Share Purchase Mandate after a price-sensitive development has occurred or has been the subject of a consideration and/or a decision of the Board until such time as the price-sensitive information has been publicly announced. In particular, in line with the best practices guides on securities dealings issued by the SGX-ST, the Company will not purchase or acquire any Shares through Market Purchases during the period of:

- (a) one (1) month immediately preceding the announcement of the Company's annual or half-yearly results; and
- (b) two (2) weeks immediately preceding the announcement of the Company's quarterly results.

The Company is required under Rule 723 of the Listing Manual to ensure that at least 10 per cent. of its Shares are in the hands of the public. The "public", as defined under the Listing Manual, are persons other than the directors, chief executive officer, Substantial Shareholders or controlling shareholders of the Company and its subsidiaries, as well as the associates of such persons.

Based on the register of Directors' shareholdings and the Register of Substantial Shareholders maintained by the Company as at the Latest Practicable Date, approximately 402,046,738 Shares, representing 40.79 per cent. of the issued Shares, are in the hands of the public. Assuming that the Company purchases its Shares through Market Purchases up to the full 10 per cent. limit pursuant to the Share Purchase Mandate, the number of Shares in the hands of the public would be reduced to 303,483,441 Shares, representing 30.79 per cent. of the reduced issued share capital of the Company. Accordingly, the Company is of the view that there is a

sufficient number of issued Shares held in the hands of the public which would permit the Company to undertake purchases or acquisitions of its issued Shares up to the full 10 per cent. limit pursuant to the proposed Share Purchase Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity.

In undertaking any purchases or acquisitions of Shares through Market Purchases, the Directors will use their best efforts to ensure that, notwithstanding such purchases, a sufficient float in the hands of the public will be maintained so that the purchases or acquisitions of Shares will not adversely affect the listing status of the Shares on the SGX-ST, cause market illiquidity or adversely affect the orderly trading of the Shares.

- 3.12 **Previous Share Purchases.** The Company has not purchased any Shares during the 12-month period preceding the Latest Practicable Date.

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

- 4.1 **Interests in Shares.** Based on the Register of Director's Shareholdings and the Register of Substantial Shareholders, as at the Latest Practicable Date, the shareholdings of the Directors and the Substantial Shareholders before and after the purchase of Shares pursuant to the Share Purchase Mandate, assuming (a) the Company purchases the maximum amount of 10 per cent. of the issued ordinary share capital of the Company, and (b) there is no change in the number of Shares held by the Directors and the Substantial Shareholders or which they are deemed interested in, will be as follows:

Shares	Before Share Purchase (No. of Shares)			
	Beneficial Interest		Deemed Interest	
	Number of Shares	% of total issued Shares	Number of Shares	% of total issued Shares
Directors				
Lim Chee Onn	46,500	nm ⁽⁶⁾	—	—
Neil Montefiore	446,400	0.05	1,100,000 ⁽¹⁾	0.11
Teo Soon Hoe	46,500	nm	—	—
Roger Barlow	—	—	—	—
Low Huan Ping	—	—	—	—
Hsuan Owyang	—	—	—	—
Ganen Sarvananthan	—	—	—	—
Arthur Seet Keong Hoe	—	—	—	—
Reggie Thein	27,900	nm	—	—
Patrick Yeoh Khwai Hoh	4,650	nm	—	—
Thio Su Mien	46,500	nm	—	—
Yusof Annuar Yaacob	—	—	—	—

Shares	Before Share Purchase (No. of Shares)			
	Beneficial Interest		Deemed Interest	
	Number of Shares	% of total issued Shares	Number of Shares	% of total issued Shares
Substantial Shareholders				
SunShare Investments Ltd	257,508,160	26.13	—	—
Khazanah Nasional Berhad	—	—	257,508,160 ⁽²⁾	26.13
TM International Sdn Bhd	—	—	257,508,160 ⁽²⁾	26.13
Telekom Malaysia Berhad	—	—	257,508,160 ⁽²⁾	26.13
Temasek Holdings (Private) Limited	—	—	139,304,490 ⁽³⁾	14.13
Keppel Telecoms Pte Ltd	138,281,110	14.03	—	—
Keppel Telecommunications & Transportation Ltd	—	—	138,281,110 ⁽⁴⁾	14.03
Keppel Corporation Limited	—	—	138,281,110 ⁽⁴⁾	14.03
SPH Multimedia Private Limited	138,281,110	14.03	—	—
Singapore Press Holdings Limited	—	—	138,281,110 ⁽⁵⁾	14.03
Newton Investment Management Limited	—	—	49,515,860	5.02

Notes:

- (1) Neil Montefiore is deemed to be interested in the 1,100,000 Shares held by United Overseas Bank Nominees (Private) Limited pursuant to Section 7 of the Companies Act.
- (2) Each of Khazanah Nasional Berhad, TM International Sdn Bhd and Telekom Malaysia Berhad are deemed to be interested in the 257,508,160 Shares held by SunShare Investments Ltd pursuant to Section 7 of the Companies Act.
- (3) Temasek Holdings (Private) Limited is deemed to be interested in the 139,304,490 shares held by Fullerton Fund Management Company Ltd, Fullerton (Private) Ltd, Temasek Fullerton Alpha Pte Ltd, DBS Group Holding Ltd group of companies and Keppel Corporation Limited group of companies pursuant to Section 7 of the Companies Act.
- (4) Keppel Telecommunications & Transportation Ltd and Keppel Corporation Limited are deemed to be interested in the 138,281,110 Shares held by Keppel Telecoms Pte Ltd pursuant to Section 7 of the Companies Act.
- (5) Singapore Press Holdings Limited is deemed to be interested in the 138,281,110 Shares held by SPH Multimedia Private Limited pursuant to Section 7 of the Companies Act.
- (6) nm means not meaningful.

5. DIRECTORS' RECOMMENDATIONS

- 5.1 **Proposed Amendments to the Memorandum and Articles.** The Directors are of the opinion that the proposed amendments to the Memorandum and Articles are in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the Special Resolution relating to the proposed amendments to the Memorandum and Articles as set out in the Notice of AGM.
- 5.2 **Proposed Share Purchase Mandate.** The Directors are of the opinion that the proposed Share Purchase Mandate is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the Ordinary Resolution relating to the proposed Share Purchase Mandate as set out in the Notice of AGM.

6. INSPECTION OF DOCUMENTS

The following documents are available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays excluded) from the date of this Circular up to and including the date of the AGM:

- (a) the Annual Report of the Company for the financial year ended 31 December 2005; and
- (b) the Memorandum and Articles of Association of the Company.

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been approved by all the Directors who collectively and individually accept responsibility for the accuracy of the information given in this Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the facts stated and the opinions expressed in this Circular are fair and accurate in all material respects as at the Latest Practicable Date and that there are no material facts the omission of which would make any statement in this Circular misleading.

Where information has been extracted from published or otherwise publicly available sources, the sole responsibility of the Directors has been to ensure that such information has been accurately extracted from such sources or, as the case may be, reflected or reproduced in this Circular.

Yours faithfully
For and on behalf of the Board of Directors of
MOBILEONE LTD

LIM CHEE ONN
Chairman

THE PROPOSED NEW MEMORANDUM AND ARTICLES

The amendments which are proposed to be made to the Memorandum and Articles are set out below. For ease of reference, and where appropriate, the full text of the existing Articles which are proposed to be amended have been reproduced.

MEMORANDUM

Existing Clause 3

3. The objects for which the Company is established are:–
- (1) To carry on the business of investment holding, and to undertake and to transact all kinds of investment business.
 - (2) To invest the capital and other moneys of the Company in the purchase or upon the security of shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company corporation or undertaking of whatever nature and wheresoever constituted or carrying on business, and shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and other securities issued or guaranteed by any government, sovereign ruler, commissioners, councillors, trust, municipal local or other authority or body of whatever nature, whether at home or abroad.
 - (3) To acquire any such shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and other securities by original subscription, syndicate participation, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof.
 - (4) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities including, without prejudice to the generality of the foregoing, all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof, and to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.
 - (5) To carry on the business of inventors, designers, developers, manufacturers, installers, managers, operators and proprietors of, and dealers in, systems, stations and exchanges for all types of communication howsoever produced transmitted received or processed including (without limiting the generality of the foregoing) telegraph, telephone, telex, teleprinters, radar, television, satellite and computers and all improvements developments and replacements thereof; of receivers, transmitters, carriers, processors and distributors of speech, music, sounds, images, signals, data in all forms, printed or visual or pictorial matter of all kinds and news intelligence and messages of all kinds; and of managers, operators, conductors and performers of and advisers, agents, brokers and consultants in all businesses connected with communications and information howsoever produced transmitted received or processed and all services connected therewith.
 - (6) To invent, design, develop, manufacture, construct, assemble, install, repair, maintain, buy, sell, hire, let on hire, operate and deal in apparatus, equipment, installations, machinery, goods or things of any kind designed or capable of being used for or in connection with all types of communication howsoever produced transmitted received or processed.
 - (7) To carry on all or any of the trades or business of telecommunication, nautical, computer, micro-computer, electrical, electronic, micro-electronic, micro-processing, mechanical and chemical engineers and to acquire, supply and deal in all apparatus, equipment, goods and other things capable of being used in connection therewith.

- (8) To acquire, design, construct, develop, equip, execute, work, improve, maintain, manage, administer, carry out or control any stations, exchanges, cables (including sub-marine cables), satellites, ships and vessels of all kinds, wharves, piers, roads, works, factories, plants, laboratories, warehouses, depots, stores, offices, dwelling houses and other buildings, installations and facilities of all kinds which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise or otherwise assist or take part in the design, construction, development, equipping, execution, working, improvement, maintenance, management, administration, carrying out or control thereof, and to take any lease or enter into any working agreement in respect thereof.
- (9) To apply for, purchase or otherwise acquire any brevets d'invention, patents, patent rights, copyrights, trade marks, formulas, licences, concessions, and any intellectual and industrial property, technology, protections and the like, conferring any exclusive or non-exclusive or limited privilege or right to use, or any secret or other information as to, any invention, know-how, device, secret, system, process, information, discovery or development and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account, the property, rights, technology or information so acquired.
- (10) To enter into any commercial or other arrangements with any government or authority, supreme, municipal, local or otherwise, or with any corporation, company or person and to obtain or enter into any legislation, orders, charters, contracts, decrees, rights, privileges, licences, franchises, permits and concessions for any purpose and to carry out, exercise and comply with the same and to make, execute, enter into, commence, carry on, prosecute and defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.
- (11) To carry on the business of capitalist, property owners, investors and concessionaires, to undertake, carry on and execute all kinds of investment and commercial, trading and other operations.
- (12) To deal in all commercial marketing, export, import, sale and purchase businesses and to promote, carry out and manage all kinds of commercial activities.
- (13) To deal in agency, messenger, commercial and representative businesses and to acquire, maintain, manage, exploit and develop all kinds of agency businesses.
- (14) To acquire by purchase, lease, exchange or otherwise for investment or resale or to sell, let on, lease or license and deal in and generally to traffic in land, estate, houses, buildings, flats, plantations, hereditaments and immovable property of any tenure or kind and wherever situate or any interest or rights therein.
- (15) To act as nominees, managers, stewards or agents in any capacity and undertake or direct the management of property, lands, and estates of any tenure or kind of any persons whether members of the Company or not in the capacity of stewards or otherwise, and to execute any undertaking which may seem desirable and either gratuitously or otherwise and for any person, firm, company or authority whatsoever.
- (16) To purchase, take on lease or in exchange, or otherwise acquire land, buildings, apartments, flats and any rights connected therewith and to develop and turn to account any land or building acquired by the Company or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, contractors, tenants and others.
- (17) To carry on any other business of any nature which may seem to the Company capable of being conveniently carried on, and to acquire and undertake the whole or any part of the business property and liabilities of any person or company possessed of property suitable for the purposes of this Company or carrying on any business which this Company is authorised to carry on.

- (18) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments.
- (19) To raise or borrow or secure payment of money in such manner and on such terms as the Company may think fit and in particular by the issue of options or debentures charged upon all or any of the Company's property including debts, uncalled capital (both present and future) or upon bills of exchange or promissory notes or other like obligations to purchase, redeem, or pay off any such securities or debts.
- (20) To secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the assets and property (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of debenture stock, or other securities of any description or by the issue of shares credited as fully or partly paid up.
- (21) To remunerate by way of commission or otherwise any person or corporations for services rendered or to be rendered to the Company and in particular by placing and assisting in the placing or guaranteeing the placing of any shares or securities of the Company or in or about the formation or promotion thereof or the conduct of its business.
- (22) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to become security for any persons, firms or companies and to receive money, stocks, bonds, certificates, securities, deeds and property on deposit or for safe custody or management.
- (23) To make donations for patriotic or for charitable purposes.
- (24) To transact any lawful business in aid of the Republic of Singapore in the prosecution of any war or hostilities in which the Republic of Singapore is engaged.
- (25) To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependants or connections of such persons in such manner as the Company shall think fit and in particular by building or contributing to the building of houses or dwellings or by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
- (26) To distribute among the members in specie any property of the Company.
- (27) To carry on any other trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (28) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of the Company.
- (29) To pay (whether in whole or in part) for any property or rights acquired by the Company or services rendered to the Company, either in cash or fully or partly paid-up shares in the Company, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (30) To do all such other things as in the opinion of the Company or its Directors are incidental or conducive to the attainment of any of the above objects or any objects of a like or similar nature.

- (31) Unless expressly excluded or modified herein or by the Company's Articles of Association to exercise each and every one of the powers set forth in the Third Schedule to the Companies Act, (Cap 50).

And it is hereby declared that the word “**company**” in this Clause shall (except where referring to the Company) be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Singapore or elsewhere, and the intention is that the objects specified in each paragraph of this Clause shall, except if at all where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, or the order in which such objects are stated.

Proposed Amendments to Existing Clause 3

By deleting Clause 3 in its entirety.

Existing Clause 4

4. The liability of the Members is limited.

The share capital of the Company is S\$600,000,000 (Singapore Currency) divided into 3,000,000,000 shares of S\$0.20 each. The shares in the original or increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

Proposed Alterations to Existing Clause 4

By deleting Clause 4 in its entirety and substituting therefor the following:

4. The liability of the Members is limited.

The shares may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

ARTICLES OF ASSOCIATION

Existing Article 2

2. In these presents (if not inconsistent with the subject or context) the words and expressions set out in the first column below shall bear the meanings set opposite to them respectively.

“Act”	The Companies Act, Chapter 50.
“in writing”	Written or produced by any substitute for writing or partly one and partly another.
“Market Day”	A day on which the Singapore Exchange Securities Trading Limited is open for trading in securities.
“month”	Calendar month.
“Office”	The registered office of the Company for the time being.
“paid”	Paid or credited as paid.
“Seal”	The Common Seal of the Company.
“Statutes”	The Act and every other Act for the time being in force concerning companies and affecting the Company.
“these presents”	These Articles of Association as from time to time altered.
“Year”	Calendar year.

The expressions “Depositor”, “Depository”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in the Act.

References in these presents to “holders” of shares or a class of shares shall:

- (a) exclude the Depository except where otherwise expressly provided in these presents or where the term “registered holders” or “registered holder” is used in these presents; and
 - (b) where the context so requires, be deemed to include references to Depositors whose names are entered in the Depository Register in respect of those shares,
- and “holding” and “held” shall be construed accordingly.

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

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

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

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

A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these presents.

Proposed Alterations to Existing Article 2

By deleting Article 2 in its entirety and substituting therefor the following:

2. In these presents (if not inconsistent with the subject or context) the words and expressions set out in the first column below shall bear the meanings set opposite to them respectively.

“Act”	The Companies Act, Chapter 50.
“ electronic communications ”	Communication transmitted (whether from one (1) person to another, from a person to a device or from a device to a person), (a) by means of a telecommunication system; or (b) by other means but while in an electronic form, such that it can (where particular conditions are met) be received in legible form or be made legible following receipt in non-legible form.
“in writing”	Written or produced by any substitute for writing or partly one and partly another.
“Market Day”	A day on which the Singapore Exchange Securities Trading Limited is open for trading in securities.
“month”	Calendar month.
“Office”	The registered office of the Company for the time being.
“paid”	Paid or credited as paid.
“Seal”	The Common Seal of the Company.

“Statutes”	The Act and every other Act for the time being in force concerning companies and affecting the Company.
“telecommunication system”	Has the meaning given in the Telecommunications Act (Chapter 323) of Singapore or any statutory modification, amendment or re-enactment thereof for the time being in force.
“these presents”	These Articles of Association as from time to time altered.
“Year”	Calendar year.

The terms “Annual General Meeting”, “Extraordinary General Meeting”, “General Meeting”, “Ordinary Resolution”, “Register of Members” and “Special Resolution” shall have the meanings ascribed to them respectively in the Act. For the avoidance of doubt, a Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these presents.

The expressions “Depositor”, “Depository”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in the Act.

The term “treasury shares” shall have the meaning ascribed to it in the Act.

References in these presents to “holders” of shares or a class of shares shall:

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

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

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

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

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

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

Existing Article 3

3. The authorised share capital of the Company is S\$600,000,000 divided into 3,000,000,000 ordinary shares of S\$0.20 each.

Proposed Alterations to Existing Article 3

By deleting Article 3 in its entirety.

Existing Article 4

4. Subject to the Statutes and these presents, no shares may be issued by the Directors without the prior approval of the Company in General Meeting but subject thereto and to Article 8, and to any special rights attached to any shares for the time being issued, the Directors may allot and issue shares or grant options over or otherwise dispose of the same to such persons on such terms and conditions and for such consideration and at such time and subject or not to the payment of any part of the amount thereof in cash as the Directors may think fit, and any shares may be issued with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit, and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors, Provided always that:
- (a) no shares shall be issued at a discount except in accordance with the Statutes;
 - (b) (subject to any direction to the contrary that may be given by the Company in General Meeting) any issue of shares for cash to members holding shares of any class shall be offered to such members in proportion as nearly as may be to the number of shares of such class then held by them and the provisions of the second sentence of Article 8(A) with such adaptations as are necessary shall apply; and
 - (c) any other issue of shares, the aggregate of which would exceed the limits referred to in Article 8(B), shall be subject to the approval of the Company in General Meeting.

Proposed Alterations to Existing Article 4

By deleting Article 4 in its entirety and substituting therefor the following:

4. Subject to the Statutes and these presents, no shares may be issued by the Directors without the prior approval of the Company in General Meeting but subject thereto and to Article 8, and to any special rights attached to any shares for the time being issued, the Directors may allot and issue shares or grant options over or otherwise dispose of the same to such persons on such terms and conditions and for such consideration and at such time and subject or not to the payment of any part of the amount thereof in cash as the Directors may think fit, and any shares may be issued with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit, and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors, Provided always that:
- (a) (subject to any direction to the contrary that may be given by the Company in General Meeting) any issue of shares for cash to members holding shares of any class shall be offered to such members in proportion as nearly as may be to the number of shares of such class then held by them and the provisions of the second sentence of Article 8(A) with such adaptations as are necessary shall apply; and
 - (b) any other issue of shares, the aggregate of which would exceed the limits referred to in Article 8(B), shall be subject to the approval of the Company in General Meeting.

Existing Article 5(A)

5. (A) In the event of preference shares being issued the total nominal value of issued preference shares shall not at any time exceed the total nominal value of the issued ordinary shares and preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports and balance sheets and attending General Meetings of the Company, and preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding-up or sanctioning a sale of the undertaking of the Company or where the proposal to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six months in arrear.

Proposed Alterations to Existing Article 5(A)

By deleting Article 5(A) in its entirety and substituting therefor the following:

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

Existing Article 6(A)

6. (A) Whenever the share capital of the Company is divided into different classes of shares, subject to the provisions of the Statutes, preference capital, other than redeemable preference capital, may be repaid and the special rights attached to any class may be varied or abrogated either with the consent in writing of the holders of three-quarters in nominal value 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 the shares of the class (but not otherwise) and may be so repaid, varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate General Meeting all the provisions of these presents relating to General Meetings of the Company and to the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy at least one-third in nominal value of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him, Provided always that where the necessary majority for such a Special Resolution is not obtained at such General Meeting, consent in writing if obtained from the holders of three-quarters in nominal value of the issued shares of the class concerned within two months of such General Meeting shall be as valid and effectual as a Special Resolution carried at such General Meeting. The foregoing provisions of this Article 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.

Proposed Alterations to Existing Article 6(A)

By deleting Article 6(A) in its entirety and substituting therefor the following:

6. (A) Whenever the share capital of the Company is divided into different classes of shares, subject to the Statutes, preference capital, other than redeemable preference capital, may be repaid and the special rights attached to any class may be varied or abrogated either with the consent in writing of holders **who represent at least** three-quarters of the **total voting rights of all the** shares of **that** class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise) and may be so repaid, varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate General Meeting all the provisions of these presents relating to General Meetings of the Company and to the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy at least one-third of the **total voting rights of all the** shares of **that** class and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him, Provided always that where the necessary majority for such a Special Resolution is not obtained at such General Meeting, consent in writing if obtained from the holders **who represent at least** three-quarters of the **total voting rights of all the** shares of **that** class concerned within two months of such General Meeting shall be as valid and effectual as a Special Resolution carried at such General

Meeting. The foregoing provisions of this Article 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.

Existing Article 7

7. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

Proposed Alterations to Existing Article 7

By deleting Article 7 in its entirety and substituting therefor the following:

7. The Company **in General Meeting** may from time to time by Ordinary Resolution increase its capital by **the allotment and issue of new** shares.

Existing Article 8(A)

8. (A) Subject to any direction to the contrary that may be given by the Company in General Meeting or except as permitted under the listing rules of the Singapore Exchange Securities Trading Limited, all new shares shall, before issue, be offered to such persons who as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as far as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Article 8(A).

Proposed Alterations to Existing Article 8(A)

By deleting Article 8(A) in its entirety and substituting therefor the following:

8. (A) Subject to any direction to the contrary that may be given by the Company in General Meeting or except as permitted under the listing rules of the Singapore Exchange Securities Trading Limited, all new shares shall, before issue, be offered to such persons who as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as far as the circumstances admit, to the **number of** the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Article 8(A).

Existing Article 9

9. The Company may by Ordinary Resolution:
 - (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) 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 and diminish the amount of its capital by the amount of the shares so cancelled;

- (c) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of the Statutes), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may, as compared with the others, have any such preferred, deferred or other special rights, or be subject to any such restrictions, as the Company has power to attach to unissued or new shares; and
- (d) subject to the provisions of the Statutes, convert any class of shares into any other class of shares.

Proposed Alterations to Existing Article 9

By deleting Article 9 in its entirety and substituting therefor the following:

9. The Company may by Ordinary Resolution:
 - (a) consolidate and divide all or any of its shares;
 - (b) cancel any shares which, at the date of the passing of the resolution, have **been forfeited** and diminish the amount of its capital by the **number** of the shares so cancelled;
 - (c) sub-divide its shares, or any of them, **in accordance with the Statutes and the bye-laws or listing rules of the Singapore Exchange Securities Trading Limited**, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may, as compared with the others, have any such preferred, deferred or other special rights, or be subject to any such restrictions, as the Company has power to attach to unissued or new shares; and
 - (d) subject to the provisions of the Statutes, convert any class of **paid-up** shares into any other class of **paid-up** shares.

Existing Article 10(A)

10. (A) The Company may reduce its share capital or any capital redemption reserve fund, share premium account or other undistributable reserve in any manner and with and subject to any incident authorised and consent required by law. Without prejudice to the generality of the foregoing, upon cancellation of any share purchased or otherwise acquired by the Company pursuant to these presents, the nominal amount of the issued share capital of the Company shall be diminished by the nominal amount of the share so cancelled.

Proposed Alterations to Existing Article 10(A)

By deleting Article 10(A) in its entirety and substituting therefor the following:

10. (A) The Company may reduce its share capital or any reserve in any manner and with and subject to any incident authorised and consent required by law.

Existing Article 10(B)

10. (B) The Company may, subject to and in accordance with the Act, purchase or otherwise acquire shares in the issued share capital of the Company on such terms and in such manner as the Company may from time to time think fit. If required by the Act, any share which is so purchased or acquired by the Company shall be deemed to be cancelled immediately on purchase or acquisition by the Company. On the cancellation of any share as aforesaid, the rights and privileges attached to that share shall expire. In any other instance, the Company may deal with any such share which is so purchased or acquired by it in such manner as may be permitted by, and in accordance with, the Act.

Proposed Alterations to Existing Article 10(B)

By deleting Article 10(B) in its entirety and substituting therefor the following:

10. (B) The Company may, subject to and in accordance with the Act, purchase or otherwise acquire shares in the issued share capital of the Company on such terms and in such manner as the Company may from time to time think fit. If required by the Act, any share which is so purchased or acquired by the Company **unless held as treasury shares in accordance with the Statutes**, shall be deemed to be cancelled immediately on purchase or acquisition by the Company. On the cancellation of any share as aforesaid, the rights and privileges attached to that share shall expire. In any other instance, the Company may deal with any such share **(including treasury shares)** which is so purchased or acquired by it in such manner as may be permitted by, and in accordance with, the Act.

Proposed New Article 10(C)

By inserting a new Article 10(C) as follows:

- 10(C). (1) **Shares that the Company purchases or otherwise acquires may be held as treasury shares in accordance with the provisions of these presents and the Act.**
- (2) **Where the shares purchased or otherwise acquired are held as treasury shares by the Company, the Company shall be entered in the Register of Members as the member holding the treasury shares.**
- (3) **The Company shall not exercise any right in respect of the treasury shares other than as provided by the Act. Subject thereto, the Company may hold or deal with its treasury shares in the manner authorized by, or prescribed pursuant to, the Act.**

Existing Article 11

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 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 these presents or by law otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the person (other than the Depository) entered in the Register of Members as the registered holder thereof or (as the case may be) the person whose name is entered in the Depository Register in respect of that share.

Proposed Alterations to Existing Article 11

By deleting Article 11 in its entirety and substituting therefor the following:

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 **(except by the Statutes or the provisions of these presents)** to recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or any other right 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 (as the case may be) the person whose name is entered in the Depository Register in respect of that share.

Existing Article 14

14. The Company may exercise the powers of paying commissions conferred by the Statutes to the full extent thereby permitted, Provided that the rate or amount of the commissions paid or agreed to be paid shall be disclosed in the manner required by the Statutes. Such commissions may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

Proposed Alterations to Existing Article 14

By deleting Article 14 in its entirety and substituting therefor the following:

14. The Company may exercise the powers of paying commissions **or brokerage on any issue of shares at such** rate or amount **and in such manner as the Directors may deem fit**. Such commissions may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

Existing Article 21

21. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or, when permitted, by way of premium) but subject always to the terms of issue of such shares. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be made payable by instalments.

Proposed Alterations to Existing Article 21

By deleting Article 21 in its entirety and substituting therefor the following:

21. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares but subject always to the terms of issue of such shares. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be made payable by instalments.

Existing Article 24

24. Any sum (whether on account of the nominal value of the share or by way of premium) which by the terms of issue of a share becomes payable upon allotment or at any fixed date shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable. In case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

Proposed Alterations to Existing Article 24

By deleting Article 24 in its entirety and substituting therefor the following:

24. Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable. In case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

Existing Article 26

26. The Directors may if they think fit receive from any member willing to advance the same, all or any part of the moneys (whether on account of the nominal value of the shares or by way of premium) uncalled and unpaid upon the shares held by him and such payment in advance of calls shall extinguish pro tanto the liability upon the shares in respect of which it is made and upon the money so received (until and to the extent that the same would but for such advance become payable) the Company may pay interest at such rate (not exceeding eight per cent. per annum) as the member paying such sum and the Directors may agree. Capital paid on shares in advance of calls shall not, while carrying interest, confer a right to participate in profits.

Proposed Alterations to Existing Article 26

By deleting Article 26 in its entirety and substituting therefor the following:

26. The Directors may if they think fit receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon the shares held by him and such payment in advance of calls shall extinguish pro tanto the liability upon the shares in respect of which it is made and upon the money so received (until and to the extent that the same would but for such advance become payable) the Company may pay interest at such rate (not exceeding eight per cent. per annum) as the member paying such sum and the Directors may agree. Capital paid on shares in advance of calls shall not, while carrying interest, confer a right to participate in profits.

Existing Article 35

35. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and 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 therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together (where the same be required) with the share certificate delivered to a purchaser (or where the purchaser is a Depositor, to the Depository) or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute good title to the share and the share shall be registered in the name of the person to whom the share is sold, re-allotted or disposed of or, where such person is a Depositor, the Company shall procure that his name be entered in the Depository Register in respect of the share so sold, re-allotted or disposed of. Such person 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 relating to the forfeiture, surrender, sale, re-allotment or disposal of the share.

Proposed Alterations to Existing Article 35

By deleting Article 35 in its entirety and substituting therefor the following:

35. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and 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 therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together (where the same be required) with the share certificate 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 good title to the share and the share shall be registered in the name of the person to whom the share is sold, re-allotted or disposed of or, where such person is a Depositor, the Company shall procure that his name be entered in the Depository Register in respect of the share so sold, re-allotted or disposed of. Such person 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 relating to the forfeiture, surrender, sale, re-allotment or disposal of the share.

Existing Article 36

36. All transfers of the legal title in shares may be effected by the registered holders thereof by transfer in writing in the form for the time being approved by any Stock Exchange upon which shares in the Company may be listed or in any other form acceptable to the Directors. The instrument of transfer of any share shall be signed by or on behalf of both the transferor and the transferee and be witnessed, Provided that an instrument of transfer in respect of which the transferee is the Depository shall be effective although not signed or witnessed by or on behalf of the Depository. The transferor shall remain the holder of the shares concerned until the name of the transferee is entered in the Register of Members in respect thereof.

Proposed Alterations to Existing Article 36

By deleting Article 36 in its entirety and substituting therefor the following:

36. All transfers of the legal title in shares may be effected by the registered holders thereof by transfer in writing in the form for the time being approved by any Stock Exchange upon which shares in the Company may be listed or in any other form acceptable to the Directors. The instrument of transfer of any share shall be signed by or on behalf of both 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 remain the holder of the shares concerned until the name of the transferee is entered in the Register of Members in respect thereof.

Existing Article 38(A)

38. (A) There shall be no restriction on the transfer of fully paid-up shares (except where required by law, the listing rules of any Stock Exchange upon which shares in the Company may be listed or the rules and/or bye-laws governing any Stock Exchange upon which shares in the Company may be listed) but the Directors may, in their sole 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, Provided always that in the event of the Directors refusing to register a transfer of shares, they shall within ten Market Days beginning with the date on which the application for a transfer of shares was made, serve a notice in writing to the applicant stating the facts which are considered to justify the refusal as required by the Statutes.

Proposed Alterations to Existing Article 38(A)

By deleting Article 38(A) in its entirety and substituting therefor the following:

38. (A) **Subject to the provisions of these presents**, there shall be no restriction on the transfer of fully paid-up shares (except where required by law, **the bye-laws or** listing rules of any Stock Exchange upon which shares in the Company may be listed or the rules and/or bye-laws governing any Stock Exchange upon which shares in the Company may be listed) but the Directors may, in their sole discretion (**except where such refusal to register contravenes the bye-laws or listing rules of any Stock Exchange upon which the shares in the Company may be listed**), 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, Provided always that in the event of the Directors refusing to register a transfer of shares, they shall within ten Market Days beginning with the date on which the application for a transfer of shares was made, serve a notice in writing to the applicant stating the facts which are considered to justify the refusal as required by the Statutes.

Existing Article 38(B)(a)

38. (B) The Directors may in their sole discretion refuse to register any instrument of transfer of shares unless:
- (a) all or any part of the stamp duty (if any) payable on each share certificate and such fee not exceeding S\$2 as the Directors may from time to time require, is paid to the Company in respect thereof;

Proposed Alterations to Existing Article 38(B)(a)

By deleting Article 38(B)(a) in its entirety and substituting therefor the following:

38. (B) The Directors may in their sole discretion refuse to register any instrument of transfer of shares unless:
- (a) all or any part of the stamp duty (if any) payable on each share certificate and such fee not exceeding S\$2 as the Directors may from time to time require **in accordance with the provisions of these presents**, is paid to the Company in respect thereof;

Existing Article 39

39. If the Directors refuse to register a transfer of any shares, they shall within ten Market Days after the date on which the transfer was lodged with the Company send to the transferor and the transferee notice of the refusal as required by the Statutes.

Proposed Alterations to Existing Article 39

By deleting Article 39 in its entirety and substituting therefor the following:

39. If the Directors refuse to register a transfer of any shares, they shall within ten 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 bye-laws or listing rules of any Stock Exchange upon which the shares in the Company may be listed)** send to the transferor and the transferee notice of the refusal **stating reasons for the refusal** as required by the Statutes.

Existing Article 46

46. 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 any stock into paid-up shares of any denomination.

Proposed Alterations to Existing Article 46

By deleting Article 46 in its entirety and substituting therefor the following:

46. 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 any stock into paid-up shares.

Existing Article 47

47. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same Articles as and subject to which the shares from which the stock arose might previously to conversion have been transferred (or as near thereto as circumstances admit) but no stock shall be transferable except in such units (not being greater than the nominal amount of the shares from which the stock arose) as the Directors may from time to time determine.

Proposed Alterations to Existing Article 47

By deleting Article 47 in its entirety and substituting therefor the following:

47. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same Articles as and subject to which the shares from which the stock arose might previously to conversion have been transferred (or as near thereto as circumstances admit) but no stock shall be transferable except in such units as the Directors may from time to time determine.

Existing Article 48

48. The holders of stock shall, according to the amount of stock 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 participation in the profits or assets of the Company) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage; and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted.

Proposed Alterations to Existing Article 48

By deleting Article 48 in its entirety and substituting therefor the following:

48. 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 participation in the profits or assets of the Company) shall be conferred by **any number** of stock **units** which would not, if existing in shares, have conferred such privilege or advantage; and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted.

Existing Article 51

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

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

Provided also that the accidental omission to give notice to or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any General Meeting. At least 14 days' notice of any General Meeting shall be given by advertisement in the daily press and in writing to any Stock Exchange upon which shares in the Company may be listed.

Proposed Alterations to Existing Article 51

By deleting Article 51 in its entirety and substituting therefor the following:

51. (A) **Subject to the Statutes**, any General Meeting at which it is proposed to pass a Special Resolution shall be called by 21 days' notice in writing at the least and an Annual General Meeting and any other Extraordinary General Meeting by 14 days' notice in writing at the least. The period of notice shall in each case be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held and shall be given in the manner hereinafter mentioned to all members other than such as are not under the provisions of these presents entitled to receive such notices from the Company; Provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:

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

except that the accidental omission to give notice to or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any General Meeting. At least 14 days' notice of any General Meeting shall be given by advertisement in the daily press and in writing to any Stock Exchange upon which shares in the Company may be listed.

- (B) Where special notice is required of a resolution pursuant to the Statutes, notice of the intention to move the resolution shall be given to the Company and notice of any General Meeting shall be called in accordance with the Statutes and in particular, Section 185 of the Act.**
- (C) Subject to the Statutes or the bye-laws or listing rules of the Singapore Exchange Securities Trading Limited, for so long as the shares in the Company are listed on the Singapore Exchange Securities Trading Limited, notices convening any General Meeting at which it is proposed to pass a Special Resolution shall be provided to the Singapore Exchange Securities Trading Limited and sent to shareholders at least fifteen Market Days before the Meeting. Notices convening any other General Meeting must be provided to the Singapore Exchange Securities Trading Limited and sent to shareholders at least ten Market Days before the Meeting.**

Existing Article 52(C)

- 52. (C) In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of such business; and if any resolution is to be proposed as a Special Resolution, the notice shall contain a statement to that effect.

Proposed Alterations to Existing Article 52(C)

By deleting Article 52(C) in its entirety and substituting therefor the following:

- 52. (C) In the case of any General Meeting at which business other than **ordinary** business is to be transacted, the notice shall specify the general nature of such business; and if any resolution is to be proposed as a Special Resolution, the notice shall contain a statement to that effect.

Existing Article 53

- 53. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:
 - (a) declaring dividends;
 - (b) receiving and adopting the accounts, the reports of the Directors and Auditors and other documents required to be attached or annexed to the accounts;
 - (c) appointing or re-appointing Directors to fill vacancies arising at the meeting on retirement whether by rotation or otherwise;
 - (d) re-appointing the retiring Auditors (unless they were last appointed otherwise than by the Company in General Meeting);
 - (e) fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed; and
 - (f) fixing the remuneration of the Directors proposed to be paid under Article 79.

Proposed Alterations to Existing Article 53

By deleting Article 53 in its entirety and substituting therefor the following:

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

- (a) declaring dividends;
- (b) receiving and adopting the accounts, the reports of the Directors and Auditors and other documents required to be attached or annexed to the accounts;
- (c) appointing or re-appointing Directors to fill vacancies arising at the meeting on retirement whether by rotation or otherwise;
- (d) re-appointing the retiring Auditors (unless they were last appointed otherwise than by the Company in General Meeting);
- (e) fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed; and
- (f) fixing the remuneration of the Directors proposed to be paid under Article 79.

Existing Article 61

61. 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) not less than two members present in person or by proxy and entitled to vote; or
- (c) a member present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (d) a member present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid on all the shares conferring that right,

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

Proposed Alterations to Existing Article 61

By deleting Article 61 in its entirety and substituting therefor the following:

61. 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) not less than two members present in person or by proxy and entitled to vote; or
- (c) a member present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (d) a member present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting **and holding** not less than one-tenth of the total sum paid up on all the shares **of the Company** conferring that right **(excluding treasury shares)**,

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

Existing Article 65

65. Each member who is a holder of ordinary shares in the capital of the Company shall be entitled to be present at any General Meeting. 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, each member entitled to vote may vote in person or by proxy. On a show of hands, every member who is present in person or by proxy shall have one vote (provided that in the case of a member who is represented by two proxies, only one of the two 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 on a poll, every member who is present in person or by proxy shall have one vote for every share which he holds or represents. For the purpose of determining the number of votes which a member, being a Depositor, or his proxy may cast at any General Meeting on a poll, the reference to shares held or represented shall, in relation to shares of that Depositor, be the number of shares entered against his name in the Depository Register as at 48 hours before the time of the relevant General Meeting as certified by the Depository to the Company.

Proposed Alterations to Existing Article 65

By deleting Article 65 in its entirety and substituting therefor the following:

65. Each member who is a holder of ordinary shares in the capital of the Company shall be entitled to be present at any General Meeting. 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, each member entitled to vote may vote in person or by proxy. On a show of hands, every member who is present in person or by proxy shall have one vote (provided that in the case of a member who is represented by two **or more** proxies, only one of the proxies as determined by that member or, failing such determination, by the Chairman of the meeting (or by a person authorised by him) in his sole discretion shall be entitled to vote on a show of hands) and on a poll, every member who is present in person or by proxy shall have one vote for every share which he holds or represents. For the purpose of determining the number of votes which a member, being a Depositor, or his proxy may cast at any General Meeting on a poll, the reference to shares held or represented shall, in relation to shares of that Depositor, be the number of shares entered against his name in the Depository Register as at 48 hours before the time of the relevant General Meeting as certified by the Depository to the Company.

Existing Article 71(A)

71. (A) A member may appoint not more than two proxies to attend and vote at the same General Meeting, Provided that if the member is a Depositor, the Company shall be entitled and bound:
- (a) to reject any instrument of proxy lodged if the Depositor is not shown to have any shares entered against his name in the Depository Register as at 48 hours before the time of the relevant General Meeting as certified by the Depository to the Company; and
 - (b) to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by the Depositor is or are able to cast on a poll a number which is the number of shares entered against the name of that Depositor in the Depository Register as at 48 hours before the time of the relevant General Meeting as certified by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.

Proposed Alterations to Existing Article 71(A)

By deleting Article 71(A) in its entirety and substituting therefor the following:

71. (A) **Save for members which are nominee companies**, a member may appoint not more than two proxies to attend and vote at the same General Meeting, Provided that if the member is a Depositor, the Company shall be entitled and bound:
- (a) to reject any instrument of proxy lodged if the Depositor is not shown to have any shares entered against his name in the Depository Register as at 48 hours before the time of the relevant General Meeting as certified by the Depository to the Company; and
 - (b) to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by the Depositor is or are able to cast on a poll a number which is the number of shares entered against the name of that Depositor in the Depository Register as at 48 hours before the time of the relevant General Meeting as certified by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.

Existing Article 77

77. The number of Directors of the Company shall not be less than two. All Directors of the Company shall be natural persons.

Proposed Alterations to Existing Article 77

By deleting Article 77 in its entirety and substituting therefor the following:

77. **Subject to the bye-laws or listing rules of the Singapore Exchange Securities Trading Limited**, the number of Directors of the Company shall not be less than two. All Directors of the Company shall be natural persons.

Existing Article 121

121. The Company may by Ordinary Resolution declare dividends but no such dividend shall exceed the amount recommended by the Directors.

Proposed Alterations to Existing Article 121

By deleting Article 121 in its entirety and substituting therefor the following:

121. The Company may by Ordinary Resolution declare dividends but no such dividend shall exceed the amount recommended by the Directors. **No dividends may be paid, unless otherwise provided in the Statutes, to the Company in respect of treasury shares.**

Existing Article 123

123. Unless and to the extent that the rights attached to any shares or the terms of issue thereof otherwise provide, all dividends shall (as regards any shares not fully paid throughout the period in respect of which the dividend is paid) be apportioned and paid pro rata according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid.

Proposed Alterations to Existing Article 123

By deleting Article 123 in its entirety and substituting therefor the following:

123. Unless and to the extent that the rights attached to any shares or the terms of issue thereof otherwise provide **and except as otherwise permitted under the Statutes:**

- (a) **all dividends in respect of shares must be 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 must 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 dividends is paid.**

For the purposes of this Article no amount paid on a share in advance of calls shall be treated as paid on the share.

Existing Article 129

129. 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 appearing in the Register of Members or (as the case may be) the Depository Register of a member or person entitled thereto (or, if two or more persons are registered in the Register of Members or (as the case may be) entered in the Depository Register as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons) or to such person at such address as such member or person or persons may by writing direct. 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 or warrant by the banker upon whom it is drawn 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. Notwithstanding the foregoing provisions of this Article and the provisions of Article 131, 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.

Proposed Alterations to Existing Article 129

By deleting Article 129 in its entirety and substituting therefor the following:

129. 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 appearing in the Register of Members or (as the case may be) the Depository Register of a member or person entitled thereto (or, if two or more persons are registered in the Register of Members or (as the case may be) entered in the Depository Register as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons) or to such person at such address as such member or person or persons may by writing direct. 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 or warrant by the banker upon whom it is drawn 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. Notwithstanding the foregoing provisions of this Article and the provisions of Article 131, 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. **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 years has elapsed from the date on which such other moneys are first payable.**

Existing Article 132

132. The Directors may, with the sanction of an Ordinary Resolution of the Company (including any Ordinary Resolution passed pursuant to Article 8(B)), capitalise any sum standing to the credit of any of the Company's reserve accounts (including Share Premium Account, Capital Redemption Reserve Fund or other undistributable reserve) or any sum standing to the credit of 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 the date of the Resolution (or such other date as may be specified therein or determined as therein provided) or (in the case of an Ordinary Resolution passed pursuant to Article 8(B)) such other date as may be determined by the Directors in proportion to their then holdings of shares and applying such sum on their behalf in paying up in full unissued shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them as bonus shares in the proportion aforesaid. The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation, 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 interested into an agreement with the Company providing for any such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

Proposed Alterations to Existing Article 132

By deleting Article 132 in its entirety and substituting therefor the following:

132. The Directors may, with the sanction of an Ordinary Resolution of the Company (including any Ordinary Resolution passed pursuant to Article 8(B)), capitalise any sum standing to the credit of any of the Company's reserve accounts (including **any** undistributable reserve) or any sum standing to the credit of 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 the date of the Resolution (or such other date as may be specified therein or determined as therein provided) or (in the case of an Ordinary Resolution passed pursuant to Article 8(B)) such other date as may be determined by the Directors in proportion to their then holdings of shares and applying such sum on their behalf in paying up in full unissued shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them as bonus shares in the proportion aforesaid. The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation, 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 interested into an agreement with the Company providing for any such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

Existing Article 133

133. In addition and without prejudice to the power to capitalise profits and other moneys provided for by Article 132, the Directors shall have power 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 at par unissued shares on terms that such shares shall, upon issue, be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in General Meeting in such manner and on such terms as the Directors shall think fit.

Proposed Alterations to Existing Article 133

By deleting Article 133 in its entirety and substituting therefor the following:

133. In addition and without prejudice to the power to capitalise profits and other moneys provided for by Article 132, the Directors shall have power to capitalise any undivided profits or other moneys of the Company not required for the payment or provision of any dividend on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other moneys carried and standing to any reserve or reserves) and to apply such profits or other moneys in paying up in full unissued shares on terms that such shares shall, upon issue, be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in General Meeting in such manner and on such terms as the Directors shall think fit.

Existing Article 135

135. In accordance with the provisions of the Act, the Directors shall cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary. The interval between the close of a financial year of the Company and the issue of accounts relating thereto shall not exceed four months (or such other period as may be permitted by the Act).

Proposed Alterations to Existing Article 135

By deleting Article 135 in its entirety and substituting therefor the following:

135. In accordance with the provisions of the **Statutes**, the Directors shall cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary. The interval between the close of a financial year of the Company and the issue of accounts relating thereto shall not exceed four months (or such other period as may be permitted by the **law, the Statutes or the bye-laws or listing rules of the Singapore Exchange Securities Trading Limited**).

Existing Article 136

136. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be comprised therein or attached or annexed thereto) shall not less than 14 days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company and to every other person who is entitled to receive notices of meetings from the Company under the provisions of the Statutes or of these presents; Provided that this Article shall not require a copy of these documents to be sent to more than one or any joint holders or to any person of whose address the Company is not aware, but any member or holder of debentures to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

Proposed Alterations to Existing Article 136

By deleting Article 136 in its entirety and substituting therefor the following:

136. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law **or the Statutes** to be comprised therein or attached or annexed thereto) shall not less than 14 days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company and to every other person who is entitled to receive notices of meetings from the Company under the provisions of the Statutes or of these presents; Provided that this Article shall not require a copy of these documents to be sent to more than one or any joint holders or to any person of whose address the Company is not aware, but any member or holder of debentures to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

Existing Article 139

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

Proposed Alterations to Existing Article 139

By deleting Article 139 in its entirety and substituting therefor the following:

139. Any notice or document (including a share certificate) may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid cover addressed to such member at his registered address appearing in the Register of Members or (as the case may be) the Depository Register, or (if he has no registered address within Singapore) to the address, if any, within Singapore supplied by him to the Company or (as the case may be) supplied by him to the Depository as his address for the service of notices, or by delivering it to such address as aforesaid. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted. **Without prejudice to the foregoing provisions of this Article, any notice or document (including, without limitation, any accounts, balance-sheet or report) which is required or permitted to be given, sent or served under the Statutes or under the provisions of these presents by the Company, or by the Directors of the Company, to a member of the Company or an officer or Director or Auditor of the Company may be given, sent or served using electronic communications to the current address of that person in accordance with the provisions of, or as otherwise provided by, the Statutes and/or any other applicable regulations or procedures. Such notice or document shall be deemed to have been duly given, sent or served upon transmission of the electronic communication to the mail server designated by such address or as otherwise provided under the Statutes and/or any other applicable regulations or procedures.**

Existing Article 141

141. 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 in pursuance of these presents 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.

Proposed Alterations to Existing Article 141

By deleting Article 141 in its entirety and substituting therefor the following:

141. 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 these presents 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.

In this Letter, the following definitions apply throughout unless otherwise stated:

<i>“AGM”</i>	:	The 4th annual general meeting of the Company to be held on 28 March 2006, notice of which, dated 6 March 2006, accompanies the Annual Report 2005 of the Company.
<i>“Articles”</i>	:	The Articles of Association of the Company for the time being.
<i>“Board”</i>	:	The Board of Directors of the Company.
<i>“CDP”</i>	:	The Central Depository (Pte) Limited.
<i>“Companies Act”</i>	:	The Companies Act, Chapter 50 of Singapore, as amended or modified from time to time.
<i>“Companies Amendment Act 2004”</i>	:	The Companies (Amendment) Act 2004 of Singapore
<i>“Companies Amendment Act 2005”</i>	:	The Companies (Amendment) Act 2005 of Singapore
<i>“Company”</i>	:	MobileOne Ltd.
<i>“Directors”</i>	:	The Directors of the Company for the time being.
<i>“EPS”</i>	:	Earnings per Share.
<i>“Group”</i>	:	The Company and its subsidiaries.
<i>“Income Tax Act”</i>	:	The Income Tax Act, Chapter 134 of Singapore, as amended or modified from time to time.
<i>“Latest Practicable Date”</i>	:	The latest practicable date prior to the printing of this Circular, being 24 February 2006.
<i>“Listing Manual”</i>	:	The listing manual of the SGX-ST, including any amendments made thereto up to the date of this Circular.
<i>“Listing Rules”</i>	:	The listing rules of the SGX-ST set out in the Listing Manual.
<i>“Market Day”</i>	:	A day on which the SGX-ST is open for trading in securities.
<i>“Memorandum”</i>	:	The Memorandum of Association of the Company.
<i>“NTA”</i>	:	Net tangible assets.
<i>“Options”</i>	:	A share option to subscribe for new Shares granted pursuant to the MobileOne Share Option Scheme.
<i>“Registrar”</i>	:	The Registrar of Companies.
<i>“Relevant Period”</i>	:	The period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date the resolution relating to the Share Purchase Mandate is passed.
<i>“Securities Account”</i>	:	Securities accounts maintained by Depositors with CDP, but not including securities accounts maintained with a depository agent.

“SIC”	:	Securities Industry Council.
“SGX-ST”	:	Singapore Exchange Securities Trading Limited.
“Shareholders”	:	Registered holders for the time being of Shares, except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, mean the Depositors whose Securities Account are credited with Shares.
“Share Purchase Mandate”	:	General and unconditional mandate given by Shareholders to authorise the Directors to purchase Shares in accordance with the terms set out in this Circular as well as the rules and regulations set forth in the Companies Act and the Listing Manual.
“Shares”	:	Ordinary shares in the share capital of the Company.
“Substantial Shareholder”	:	A person (including a corporation) who has an interest in not less than five (5) per cent. of the issued voting shares of the Company.
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers.
“S\$”, “\$” and “cents”	:	Singapore dollars and cents, respectively.
“%” or “per cent.”	:	Per centum or percentage.

The terms “**Depositor**”, “**Depository Register**” and “**depository agent**” shall have the meanings ascribed to them respectively in Section 130A of the Companies Act. The term “**controlling shareholder**” shall have the meaning ascribed to it in the Listing Manual.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Companies Act or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

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