

**CIRCULAR DATED 3 APRIL 2018**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**This Circular is issued to the Shareholders of InnoTek Limited (the “Company”). If you are in any doubt as to the action that you should take, you should consult your legal, financial, tax or other professional adviser immediately.**

Its purpose is to provide Shareholders with information on, and to explain the rationale for the Share Purchase Mandate (as defined herein) and the New Constitution (as defined herein) to be tabled at the Extraordinary General Meeting of the Company to be held at Oasia Hotel Novena, 8 Sinaran Drive Singapore 307470 on 25 April 2018 at 10.30 a.m. (or as soon thereafter as the Annual General Meeting of the Company to be held at 9.30 a.m. on the same day and at the same place is concluded or adjourned).

**If you have sold or transferred all your ordinary shares in the issued and paid-up share capital of the Company, you should forward this Circular together with the Notice of Extraordinary General Meeting and the attached Proxy Form immediately to the Purchaser or Transferee or to the bank, stockbroker or agent through whom you effected the sale for onward transmission to the Purchaser or Transferee.**

The Singapore Exchange Securities Trading Limited (“SGX-ST”) assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

# **INNOTEK**

**INNOTEK LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration Number 199508431Z)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO:**

**(1) THE PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE  
 (“THE SHARE PURCHASE MANDATE”)**

**AND**

**(2) THE PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY  
 (THE “NEW CONSTITUTION”)**

**IMPORTANT DATES AND TIMES**

Last date and time for lodgement of Proxy Form	:	23 April 2018 at 10.30 a.m.
Date and time of Extraordinary General Meeting	:	25 April 2018 at 10.30 a.m. (or as soon thereafter as the Annual General Meeting of the Company to be held at 9.30 a.m. on the same day and at the same place is concluded or adjourned)
Place of Extraordinary General Meeting	:	Oasia Hotel Novena, 8 Sinaran Drive Singapore 307470

---

## CONTENTS

---

	<b>Page</b>
1. BACKGROUND .....	1
2. THE PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE .....	1
3. TAXATION.....	8
4. THE PROPOSED ADOPTION OF THE NEW CONSTITUTION .....	11
5. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS .....	17
6. DIRECTORS' RECOMMENDATIONS.....	18
7. EXTRAORDINARY GENERAL MEETING .....	18
8. ACTION TO BE TAKEN BY SHAREHOLDERS .....	18
9. DIRECTORS' RESPONSIBILITY STATEMENT .....	19
10. DOCUMENTS FOR INSPECTION .....	19
APPENDIX I – PRINCIPAL AMENDMENTS TO THE CONSTITUTION .....	20
NOTICE OF EXTRAORDINARY GENERAL MEETING.....	34
PROXY FORM	

# INNOTEK

## Directors:

Mr Neal M. Chandaria (Chairman and Non-Executive Director)  
Mr Lou Yiliang (Executive Director and Chief Executive Officer)  
Mr Steven Chong Teck Sin (Independent Director)  
Mr Sunny Wong Fook Choy (Independent Director)  
Mr Teruo Kiriama (Independent Director)

## Registered Office:

160 Robinson Road  
#24-12 SBF Center  
Singapore 068914

3 April 2018

To: The Shareholders of  
InnoTek Limited

Dear Sir/Madam

- (1) **THE PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE (THE “SHARE PURCHASE MANDATE”); AND**
- (2) **THE PROPOSED ADOPTION OF THE NEW CONSTITUTION (THE “NEW CONSTITUTION”) OF THE COMPANY**

## 1. BACKGROUND

- 1.1 The Directors propose to convene the Extraordinary General Meeting (“**EGM**”) of the Company to be held on 25 April 2018 at 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 9.30 a.m. on the same day and at the same venue (the “**2018 AGM**”)) at Oasia Hotel Novena, 8 Sinaran Drive Singapore 307470 to seek Shareholders’ approval for the proposed adoption of (1) the Share Purchase Mandate and (2) the New Constitution.
- 1.2 The purpose of this circular is to provide Shareholders with information relating to the proposed adoption of the Share Purchase Mandate and the New Constitution (collectively, the “**Proposals**”) (the “**Circular**”).
- 1.3 The Singapore Exchange Securities Trading Limited (“**SGX-ST**”) takes no responsibility for the accuracy of the statements made, or opinions expressed or reports contained in this Circular.

## 2. THE PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE

### 2.1 The Share Purchase Mandate

A Share Purchase Mandate authorising the Company to purchase or otherwise acquire issued Shares was first approved by Shareholders at an EGM held on 1 November 2007 (the “**Previous Share Purchase Mandate**”) and was subsequently renewed at each annual general meeting of the Company. The Previous Share Purchase Mandate was last renewed at the Company’s 2014 annual general meeting and upon expiry of the Previous Share Purchase Mandate, the Company did not seek a renewal of the same at the Company’s 2015 annual general meeting.

The Board is now proposing to seek Shareholders’ approval at the EGM for the proposed adoption of a new Share Purchase Mandate. Any purchase or acquisition of its Shares by the Company has to be made in accordance with, and in the manner prescribed by the Companies Act (Cap. 50) as amended, modified or supplemented from time to time (the “**Companies Act**”), the listing manual of the SGX-ST as amended, modified or supplemented from time to time (the “**Listing Manual**”), the Constitution and such other laws and regulations as may for the time being be applicable.

It is a requirement under the Listing Manual and 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. Accordingly, approval is being sought from Shareholders at the EGM for the Share Purchase Mandate.

## 2.2 Rationale for the Share Purchase Mandate

- 2.2.1 The purchase by a company of its issued shares is one of the ways in which the return on equity of the company may be improved, thereby increasing shareholder value. By obtaining the Share Purchase Mandate, the Company will have the flexibility to undertake purchases of Shares at any time, subject to market conditions, during the period when the Share Purchase Mandate is in force.
- 2.2.2 The Share Purchase Mandate will also facilitate the return to the Shareholders by the Company of surplus cash (if any) which is in excess of the Group's financial needs in an expedient and cost-effective manner.
- 2.2.3 The Directors further believe that Share purchases by the Company may help to mitigate short-term market volatility in the price of the Shares, off-set the effects of short-term speculation and bolster Shareholders' confidence.
- 2.2.4 Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full limit as authorised.

## 2.3 Authority and Limits of the Share Purchase Mandate

The authority and limitations placed on the purchases or acquisitions of Shares by the Company under the proposed Share Purchase Mandate, if approved at the EGM, are summarised below:

### 2.3.1 *Maximum Number of Shares*

The total number of Shares which may be purchased or acquired by the Company pursuant to the Share Purchase Mandate shall not exceed 10% of the number of its issued Shares as at the date on which the resolution authorising the Share Purchase Mandate is passed.

Any shares which are held as treasury shares as well as subsidiary holdings will be disregarded for purposes of computing the 10% limit. As at the latest practicable date prior to the printing of this Circular, being 19 March 2018 (the "**Latest Practicable Date**"), the Company held 22,531,000 treasury shares.

Purely for illustrative purposes, on the basis of 224,125,428 Shares in issue (excluding treasury shares) as at the Latest Practicable Date and assuming that no further Shares are issued on or before the EGM, not more than 22,412,542 Shares (representing 10% of the Shares in issue as at that date) may be purchased or acquired by the Company pursuant to the proposed Share Purchase Mandate.

### 2.3.2 *Duration of Authority*

Purchases or acquisitions of Shares may be made, at any time and from time to time, by the Company on and from the date of the forthcoming EGM at which the Share Purchase Mandate is approved, up to the earliest of:

- (a) the date on which the next annual general meeting is or is required by law to be held;
- (b) the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate ("**Share Purchases**") are carried out to the full extent mandated; or
- (c) the time when the authority conferred by the Share Purchase Mandate is revoked or varied by the Shareholders in general meeting.

The Share Purchase Mandate may be renewed at subsequent annual general meetings or extraordinary general meetings.

### 2.3.3 **Manner of Purchases or Acquisitions of Shares**

Purchases or acquisitions of Shares may be effected by the Company by way of:

- (a) on-market purchases ("**Market Purchases**"); and
- (b) off-market purchases, otherwise than on a securities exchange, in accordance with an "equal access scheme" as defined in section 76C of the Companies Act ("**Off-Market Purchases**").

Market Purchases refer to purchases or acquisitions of Shares by the Company effected on the SGX-ST, through one or more duly licensed dealers appointed by the Company for the purpose.

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

- (a) 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;
- (b) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (c) the terms of all the offers are the same, except that there shall be disregarded:
  - (i) differences in consideration attributable to the fact that the offers may relate to Shares with different accrued dividend entitlements;
  - (ii) (if applicable) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and
  - (iii) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

Under the Listing Manual, if the Company wishes to make an Off-Market Purchase, it will issue an offer document containing, *inter alia*, the following information to all Shareholders:

- (a) the terms and conditions of the offer;
- (b) the period and procedures for acceptances;
- (c) the reasons for the proposed Share Purchase;
- (d) the consequences, if any, of Share Purchases by the Company that will arise under the Singapore Code on Take-overs and Mergers (the "**Take-Over Code**") or other applicable take-over rules;
- (e) whether the Share Purchase, if made, would have any effect on the listing of the Shares on the SGX-ST;
- (f) details of any Share Purchase made by the Company in the previous 12 months (whether Market Purchases or Off-Market Purchases in accordance with an equal access scheme), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
- (g) whether the Shares purchased by the Company will be cancelled or kept as treasury Shares.

#### 2.3.4 **Maximum Purchase Price**

The purchase price (excluding ancillary expenses such as brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) to be paid for the Shares will be determined by the Directors of the Company. However, the purchase price to be paid for the Shares must not exceed the maximum price ("**Maximum Price**") as set out below:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
  - (b) in the case of an Off-Market Purchase, 115% of the Average Closing Price of the Shares,
- in each 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 market days on which transactions in the Shares were recorded on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the Listing Manual for any corporate action that occurs after the relevant five-day period; and

**"date of the making of the offer"** means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

#### 2.4 **Status of Purchased Shares or Acquired Shares**

2.4.1 Under the Companies Act, a Share which is purchased or acquired by the Company may be:

- (a) held by the Company as a treasury share; or
- (b) dealt with by the Company in the following manner:
  - (i) sold for cash;
  - (ii) transferred for the purposes of or pursuant to an employees' share scheme;
  - (iii) transferred as consideration for the acquisition of shares in or assets of another company or assets of a person;
  - (iv) cancelled; or
  - (v) sold, transferred or otherwise used for such other purposes as the Minister may by order prescribe.

2.4.2 The maximum number of treasury shares which may be held by the Company is as follows:

- (a) the Company if having only one class of shares shall not hold treasury shares exceeding 10% of the total number of such shares; or
- (b) the Company if having more than one class of shares shall not hold treasury shares of that class exceeding 10% of the total number of issued shares in that class at any time;

and in the event that the Company holds in its treasury more than 10% of the total number of issued shares in any class of its shares, it shall cancel the excess within six months or such further period as the Registrar may allow.

2.4.3 The Company shall not exercise any right in respect of the treasury shares, including:

- (a) the right to attend or vote at meetings; and

- (b) the right to receive dividend or any other distribution (in cash or otherwise) of its assets (including any distribution of assets to members on a winding up).

2.4.4 The Company may receive allotments of fully paid bonus shares in respect of its treasury shares and its treasury shares may be sub-divided or consolidated so long as the total value of the treasury shares after the subdivision or consolidation is the same as before the subdivision or consolidation.

## 2.5 Source of Funds

2.5.1 The Companies Act provides that any purchase or acquisition of Shares by the Company may be made out of its capital or profits, so long as it is solvent (i.e. the Company is able to pay its debts in full at the time which the share buy-back is being conducted and the value of its assets exceed its liabilities, including any contingent liability and will not after the proposed share buy-back become less than the value of its liabilities, including any contingent liability). The Directors do not propose to exercise the Share Purchase Mandate in a manner and to such an extent that the financial position of the Group would be materially adversely affected.

2.5.2 The Company intends to use internal sources of funds or external borrowings to finance purchases or acquisitions of its Shares. The amount of funding required for the Company to purchase or acquire its Shares and the financial impact on the Company and the Group arising from such purchases or acquisitions of the Shares pursuant to the proposed Share Purchase Mandate will depend on, *inter alia*, the aggregate number of Shares purchased or acquired, the consideration paid at the relevant time, and the amount (if any) borrowed by the Company to fund the purchases or acquisitions.

## 2.6 Financial Effects

2.6.1 Where the Company chooses to cancel any of the Shares it repurchases, it shall:

- (a) reduce the amount of its share capital where the Shares are purchased or acquired out of its capital;
- (b) reduce the amount of its profits where the Shares are purchased or acquired out of its profits; or
- (c) reduce the amount of its share capital and profits proportionately where the Shares are purchased or acquired out of both its capital and the profits,

by the total amount of the purchase price paid by it for the Shares cancelled.

2.6.2 The consideration if paid by the Company out of its profits for the purchase or acquisition of Shares (including related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

2.6.3 The financial effects on the Group arising from purchases or acquisitions of Shares which may be made pursuant to the Share Purchase Mandate will depend on, *inter alia*, the aggregate number of Shares purchased or acquired, the consideration paid at the relevant time, and the amount (if any) borrowed by the Group to fund the purchases or acquisitions.

2.6.4 Based on the number of issued Shares (excluding treasury shares) as at the Latest Practicable Date, the purchase by the Company of 10% of its issued Shares will result in the purchase or acquisition of 22,412,542 Shares.

2.6.5 Assuming the Company purchases or acquires the 22,412,542 Shares at the Maximum Price, the maximum amount of funds required (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) is:

- (a) in the case of Market Purchases of Shares, approximately S\$0.47 based on S\$0.45 for one Share (being the price equivalent to 105% above the Average Closing Price of the Shares traded on the SGX-ST for the five consecutive market days immediately preceding the Latest Practicable Date); and

- (b) in the case of Off-Market Purchases of Shares, approximately S\$0.52 based on S\$0.45 for one Share (being the price equivalent to 115% above the Average Closing Price of the Shares traded on the SGX-ST for the five consecutive market days immediately preceding the Latest Practicable Date).

2.6.6 For illustrative purposes only, on the basis of the assumptions set out above, and based on the audited financial statements of the Group for the reporting year ended 31 December 2017, and assuming that:

- (a) the Share Purchase Mandate had been effected on the Latest Practicable Date; and
- (b) the purchases or acquisitions of Shares are financed solely by internal resources,
- the financial effects of the purchase or acquisition of such Shares by the Company on the audited financial statements of the Group for the reporting year ended 31 December 2017 would have been as follows:

**Market Purchases:**

	<b>The Group</b>		<b>The Company</b>	
	<b>Before Share Purchase</b>	<b>After Share Purchase</b>	<b>Before Share Purchase</b>	<b>After Share Purchase</b>
As at 31 December 2017				
Shareholders' Funds (S\$'000)	133,932	123,398	91,185	80,651
Net tangible assets (" <b>NTA</b> ") (S\$'000) <sup>(1)</sup>	133,812	123,278	91,173	80,639
Current Assets (S\$'000)	145,491	134,957	21,691	11,157
Current Liabilities (S\$'000)	71,891	71,891	702	702
Total Liabilities (S\$'000)	74,813	74,813	1,132	1,132
Cash and Cash Equivalents (S\$'000)	35,154	24,620	1,828	(8,706)
Number of Shares ('000)	224,125	201,713	224,125	201,713

**Financial Ratios**

NTA per Share (cents)	59.7	61.1	40.7	40.0
Earnings Per Share (" <b>EPS</b> ") (cents) <sup>(2)</sup>	4.39	4.88	(1.35)	(1.51)
Gearing (%) <sup>(3)</sup>	0.04	0.04	—	—
Current Ratio (times) <sup>(4)</sup>	2.02	1.88	30.90	15.89

**Notes:**

<sup>(1)</sup> NTA equals total equity less intangible assets and minority interests, if any.

<sup>(2)</sup> EPS is computed based on FY2017 net profit attributable to ordinary shareholders of the Company divided by the number of shares.

<sup>(3)</sup> Gearing equals total borrowings divided by shareholders' funds.

<sup>(4)</sup> Current ratio equals current assets divided by current liabilities.



**Off-Market Purchases:**

	The Group		The Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
As at 31 December 2017				
Shareholders' Funds (S\$'000)	133,932	122,277	91,185	79,530
NTA (S\$'000) <sup>(1)</sup>	133,812	122,157	91,173	79,518
Current Assets (S\$'000)	145,491	133,836	21,691	10,036
Current Liabilities (S\$'000)	71,891	71,891	702	702
Total Liabilities (S\$'000)	74,813	74,813	1,132	1,132
Cash and Cash Equivalents (S\$'000)	35,154	23,499	1,828	(9,827)
Number of Shares ('000)	224,125	201,713	224,125	201,713

**Financial Ratios**

NTA per Share (cents)	59.7	60.6	40.7	39.4
EPS (cents) <sup>(2)</sup>	4.39	4.88	(1.35)	(1.51)
Gearing (%) <sup>(3)</sup>	0.04	0.04	—	—
Current Ratio (times) <sup>(4)</sup>	2.02	1.86	30.9	14.3

**Notes:**

<sup>(1)</sup> NTA equals total equity less intangible assets and minority interests, if any.

<sup>(2)</sup> EPS is computed based on FY2017 net profit attributable to ordinary shareholders of the Company divided by the number of shares.

<sup>(3)</sup> Gearing equals total borrowings divided by shareholders' funds.

<sup>(4)</sup> Current ratio equals current assets divided by current liabilities.

**SHAREHOLDERS SHOULD NOTE THAT THE FINANCIAL EFFECTS SET OUT ABOVE ARE PURELY FOR ILLUSTRATIVE PURPOSES ONLY. ALTHOUGH THE SHARE PURCHASE MANDATE WOULD AUTHORISE THE COMPANY TO PURCHASE OR ACQUIRE UP TO 10% OF THE ISSUED SHARES, THE COMPANY MAY NOT NECESSARILY PURCHASE OR ACQUIRE OR BE ABLE TO PURCHASE OR ACQUIRE THE ENTIRE 10% OF THE ISSUED SHARES. IN PARTICULAR, THE MAXIMUM NUMBER OF SHARES THAT THE COMPANY MAY PURCHASE UNDER THE SHARE PURCHASE MANDATE IS LIMITED TO THE EXTENT THAT THE COMPANY WILL REMAIN SOLVENT. THE DIRECTORS DO NOT INTEND TO EXERCISE THE PROPOSED SHARE PURCHASE MANDATE UP TO THE MAXIMUM LIMIT IF SUCH EXERCISE WOULD MATERIALLY AND ADVERSELY AFFECT THE FINANCIAL POSITION OF THE GROUP.**

- 2.7 For illustrative purposes, it has been assumed that the purchases or acquisitions of Shares are financed solely by internal resources and in the event that there is a shortfall, the purchases and acquisitions are to be financed by long-term borrowings. Where the purchase or acquisition of Shares is financed through external borrowings or financing, there would also be an increase in the gearing ratios of the Group and the Company and a decline in the current ratios of the Group and the Company, with the actual impact dependent on, *inter alia*, the number of Shares purchased or acquired and the prices at which the Shares are purchased or acquired.
- 2.8 **Shareholders should note that the financial effects set out above are for illustration purposes only (based on the aforementioned assumptions). The actual impact will depend on, *inter alia*, the number and price of the Shares purchased or acquired (if any). In particular, Shareholders should note that the above analysis is based on the audited financial statements of the Group for the reporting year ended 31 December 2017 and is not necessarily representative of future financial performance.**
- 2.9 The Company may take into account both financial and non-financial factors (for example, stock market conditions and the performance of the Shares) in assessing the relative impact of a share purchase before execution.

### 3. TAXATION

**Shareholders who are in any doubt as to their respective tax positions or the tax implications of Share Purchases by the Company, or who may be subject to tax whether inside or outside of Singapore, should consult their own professional advisers.**

#### 3.1 Requirements in the Listing Manual

- 3.1.1 The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (i) in the case of a Market Purchase, on the market day following the day on which the Market Purchase was effected, and (ii) in the case of an Off-Market Purchase, on the second market day after the close of acceptances of the offer. The notification of such purchases or acquisitions to the SGX-ST shall be in such form, and shall include such details, as may be prescribed by the SGX-ST in the Listing Manual.
- 3.1.2 The Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time(s). However, as the Company would be regarded as an insider in relation to any proposed purchase or acquisition of its shares, it will not undertake any purchase or acquisition of Shares pursuant to the Share Purchase Mandate in the following circumstances:
- (a) at any time after any matter or development of a price-sensitive nature has occurred or has been the subject of a decision of the Board until the price-sensitive information has been publicly announced; and
  - (b) in the case of Market Purchases, during the period commencing one month immediately before the announcement of the Company's full-year results and the period of two weeks before the announcement of the Company's first quarter, half-year and third quarter results.
- 3.1.3 The Listing Manual requires a company to ensure that at least 10% of equity securities (excluding treasury shares, preference shares and convertible equity securities) in a class that is listed is held by public shareholders. 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.
- 3.1.4 As at the Latest Practicable Date, there are approximately 114,307,628 Shares in the hands of the public, representing approximately 51.0% of the issued Shares of the Company (excluding treasury shares). Accordingly, the Company is of the view that there is, at present, a sufficient number of Shares held by public shareholders which would permit it to undertake purchases and acquisitions of its Shares up to 10% of its issued Shares pursuant to the proposed Share Purchase Mandate, without adversely affecting the listing status of its Shares on the SGX-ST. The Directors will use their best efforts to ensure that the Company does not effect a Share Purchase if the Share Purchase will result in the number of Shares remaining in the hands of the public to fall to such a level as to cause market illiquidity and/or adversely affect the listing status of the Company on the SGX-ST.

## 3.2 Certain Take-over Code Implications

### 3.2.1 *Obligation to Make a Take-over Offer*

Any resultant increase in the percentage of voting rights held by a Shareholder and persons acting in concert with him, following any purchase or acquisition of Shares by the Company, will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code ("**Rule 14**"). Consequently, depending on the number of Shares purchased or acquired by the Company and the number of issued Shares at that time, a Shareholder or group of Shareholders acting in concert with each other could obtain or consolidate effective control of the Company and could become obliged to make a take-over offer under Rule 14.

### 3.2.2 *Persons Acting in Concert*

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

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

- (a) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts); and
- (b) a company, its parent, subsidiaries and fellow subsidiaries, and their associated companies and companies of which such companies are associated companies, all with each other.

### 3.2.3 *Effect of Rule 14 and Appendix 2*

- (a) The circumstances under which Shareholders (including Directors of the Company) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Rule 14 and Appendix 2 of the Take-over Code. In general terms, the effect of Rule 14 and Appendix 2 is that, unless exempted, Directors of the Company and persons acting in concert with them will incur an obligation to make a take-over offer for the Company 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% or more, or, if the voting rights of such directors and their concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such directors and their concert parties would increase by more than 1% in any period of six months.
- (b) Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors of the Company 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% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six months. Such Shareholder need not abstain from voting in respect of the resolution authorising the proposed Share Purchase Mandate.
- (c) As at the Latest Practicable Date, approximately 51.0% of the issued shares of the Company are in the hands of the public. Mr Lou Yiliang, who is a Director as well as a substantial shareholder of the Company has an aggregate interest (both direct and indirect) of approximately 5.31% in the Company. Advantec Holding SA is a substantial shareholder of the Company with an aggregate interest (both direct and indirect) of approximately 37.20% and Trustee of Chandaria Trust I is deemed to be interested in the shares held by Advantec Holding SA with an aggregate interest of 37.40%. Gazelle Capital Pte Ltd is a substantial shareholder of the Company with an aggregate indirect interest of approximately 6.28%. Lim Teck-Ean and Lim Su-Lynn are deemed to be interested in the Shares held by Gazelle Capital Pte Ltd. Save for the aforesaid, the Company has no other substantial shareholders.

- (d) Purely for illustrative purposes, on the basis of 224,125,428 issued Shares as at the Latest Practicable Date (excluding treasury shares), and assuming that no further Shares are issued on or prior to the EGM, not more than 22,412,542 Shares (representing 10% of the issued Shares as at that date) may be purchased or acquired by the Company pursuant to the Share Purchase Mandate, if so approved by Shareholders at the EGM.

Further assuming that:

- (i) the Share Purchase Mandate is validly and fully exercised prior to the next annual general meeting of the Company;
- (ii) there is no change to the number of issued Shares at the time of such exercise;
- (iii) the re-purchased Shares are not acquired from the substantial shareholders and are deemed cancelled immediately upon purchase;
- (iv) there is no change in the holding of Shares of the substantial shareholders between the Latest Practicable Date and the date of the EGM; and
- (v) the substantial shareholders do not sell or otherwise dispose of their holding of Shares,

the shareholdings of the substantial shareholders would be changed as follows:

	Before Share Purchase <sup>(1)</sup>		After Share Purchase <sup>(1)</sup>	
	No. of Shares	%	No. of Shares	%
<b>Director</b>				
Lou Yiliang	11,902,800	5.31	11,902,800	5.90
<b>Substantial Shareholders</b>				
Advantec Holding SA	83,382,300	37.20	83,382,300	41.34
Trustee of Chandaria Trust I	83,832,300	37.40	83,832,300	41.56
Gazelle Capital Pte Ltd	14,082,700	6.28	14,082,700	6.98
Lim Teck-Ean	14,082,700	6.28	14,082,700	6.98
Lim Su-Lynn	14,082,700	6.28	14,082,700	6.98

**Note:**

- (1) Please refer to paragraph 5 of this Circular for additional details on the substantial shareholders' shareholdings in the Company.

As illustrated above, Advantec Holding SA and Trustee of Chandaria Trust I may incur an obligation to make a general offer to other Shareholders under the Take-over Code due to the Share Purchase Mandate. However, the Securities Industry Council had on 22 November 2007 confirmed that neither Advantec Holding SA nor Trustee of Chandaria Trust I will incur such a general offer obligation arising from the exercise by the Company of the Share Purchase Mandate.

**Save as disclosed above, the Directors are not aware of any fact(s) or factor(s) which suggest or imply that any particular person(s) and/or Shareholder(s) are, or may be regarded as, parties acting in concert such that their respective interest in voting Shares 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.**

- 3.2.4 Shareholders who are in doubt as to their obligations, if any, to make a mandatory takeover offer under the Take-over Code as a result of Share Purchases by the Company are advised to consult their professional advisers and/or the Securities Industry Council and/or other relevant authorities at the earliest opportunity.**

### 3.2.5 Advice to Shareholders

**The statements in this Circular do not purport to be a comprehensive or exhaustive description of all implications that may arise under the Take-over Code. Shareholders are advised to consult their professional advisers, the Securities Industry Council or other relevant authorities at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any purchase or acquisition of Shares by the Company.**

## 4. THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

### 4.1 The Companies (Amendment) Act 2014

The Companies (Amendment) Act 2014 (the “**Amendment Act**”), which was passed in Parliament on 8 October 2014 and took effect in two phases on 1 July 2015 and 3 January 2016, introduced wide-ranging changes to the Companies Act. The changes aim to reduce the regulatory burden on companies, provide for greater business flexibility and improve the corporate governance landscape in Singapore. The key changes include the introduction of a multiple proxies regime to enfranchise indirect investors and Central Provident Fund (“**CPF**”) investors, provisions to facilitate the electronic transmission of notices and documents, and the merging of the memorandum and articles of association of a company into one document called the “constitution”.

### 4.2 New Constitution

The Company is proposing to adopt a new constitution (the “**New Constitution**”), which will replace the existing constitution (the memorandum and articles of association of the Company which were in force immediately before 3 January 2016, the (“**Existing Constitution**”)), and incorporate amendments to take into account the changes to the Companies Act introduced pursuant to the Amendment Act. At the same time, the existing objects clause will be replaced with a general provision giving the Company full capacity to carry on or undertake any business or activity, do any act or enter into any transaction. The New Constitution also contains updated provisions which are consistent with the prevailing listing rules of the SGX-ST in compliance with Rule 730(2) of the Listing Manual, as well as to take into account the provisions of the Personal Data Protection Act 2012 (“**PDPA**”) relating to the collection, use and disclosure of personal data, and to streamline and rationalise certain other provisions.

### 4.3 Summary of Key Regulations in the New Constitution

The following is a summary of the key regulations of the New Constitution which are significantly different from the equivalent articles in the Existing Constitution. The Appendix I of this Circular contains the text of the key regulations in the New Constitution which are significantly different from the equivalent articles in the Existing Constitution, or which have been included in the New Constitution as new regulations.

#### 4.3.1 Amendments in view of the Amendment Act

The following amendments to the Existing Constitution are in line with the Companies Act as amended pursuant to the Amendment Act:

- (a) Regulation 2 (Article 2 of Existing Constitution). Regulation 2 is the interpretation section of the New Constitution and includes the following additional/revised provisions:
  - (i) a new definition of “Applicable Laws” that includes the Companies Act, the Securities and Futures Act (Cap 289) (the “**SFA**”) and the Listing Manual. Regulations within the Constitution that provide for various rights that Directors and Shareholders may be granted have been described as being subject to Applicable Laws, and Regulations that place obligations on Directors and Shareholders have been described as being “as required by Applicable Laws”. This provides for flexibility in the New Constitution to allow the Company to refrain from certain actions, or take certain actions allowed by changes in the applicable laws without having to make amendments to the New Constitution;

- (ii) new definition of “Chief Executive Officer” as having the meaning ascribed to “chief executive officer” in the Companies Act. This is in line with the new provisions in the Amendment Act relating to chief executive officers;
  - (iii) new definition of “Constitution” as referring to the new constitution of the Company;
  - (iv) new definitions of “registered address” and “address” to make it clear that these expressions mean, in relation to any Shareholder, his physical address for the service or delivery of notices or documents personally or by post, except where otherwise expressly specified;
  - (v) revised definitions of “writing” and “written” to clarify that the terms “writing” and “written” include any representation or reproduction of words, symbols or other information which may be displayed in a visible form, whether in a physical document or in an electronic communication or form;
  - (vi) new regulation stating that the expressions “current address”, “electronic communication” and “relevant intermediary” shall have the meanings ascribed to them respectively in the Companies Act, in light of the introduction of the new provisions facilitating electronic communication and the multiple proxies regime pursuant to the Amendment Act;
  - (vii) new definition of the terms “Depositor”, “Depository”, “Depository Agent” and “Depository Register” as having the meanings ascribed to them in the SFA as the provisions in relation to the Central Depository System in the Companies Act have migrated to the SFA; and
  - (viii) new definition of “SFA” to refer to the Securities and Futures Act, Cap. 289.
- (b) Regulation 18 (Article 18 of Existing Constitution). Regulation 18, which relates to the requirement to disclose the amount paid on the shares in the share certificate relating to those shares has been removed in Regulation 18. A share certificate need only state, *inter alia*, the number and class of the shares, whether the shares are fully or partly paid up, and the amount (if any) unpaid on the shares. This follows the amendments to section 123(2) of the Companies Act pursuant to the Amendment Act.
- (c) Regulation 53 (Article 53 of Existing Constitution). Regulation 53, which relates to the Company’s power to alter its share capital, has new provisions which:
- (i) empower the Company, by ordinary resolution, to convert its share capital or any class of shares from one currency to another currency. This is in line with the new section 73 of the Companies Act, which sets out the procedure for such re-denominations; and
  - (ii) empower the Company, by special resolution, to convert one class of shares into another class of shares. This is in line with the new section 74A of the Companies Act, which sets out the procedure for such conversions.
- (d) Regulation 63(2) (New Regulation). A new Regulation 63(2), which relates to the routine business that is transacted at an annual general meeting, has been inserted to clarify what is considered routine business for the purposes of the annual general meeting.
- (e) Regulation 69(2) (Article 69 of Existing Constitution). Regulation 69(2), which relates to the method of voting at a general meeting where mandatory polling is not required, has been revised to reduce the threshold for eligibility to demand a poll from 10% to 5% of the total voting rights of the members having the right to vote at the meeting, or of the total sum paid up on all the shares held by the members conferring that right. This is in line with section 178 of the Companies Act, as amended pursuant to the Amendment Act.
- (f) Regulations 75, 81 and 84 (Articles 75, 81 and 84 of Existing Constitution). Regulations 75, 81 and 84, which relate to the voting rights of Shareholders and the appointment and deposit of proxies, have new provisions which cater to the multiple proxies regime introduced by the Amendment Act. The multiple proxies regime allows “relevant intermediaries”, such as banks, capital markets services licence holders which provide custodial services for securities and the Central Provident Fund Board, to appoint more than two proxies to attend, speak and vote at general meetings. In particular:

- (i) a relevant intermediary (as defined in the Companies Act) may appoint more than two proxies to attend, speak and vote at general meetings of the Company;
  - (ii) the Company will be entitled and bound to reject an instrument of proxy lodged by a Depositor if he is not shown to have any shares entered against his name in the Depository Register as at 72 (previously 48) hours before the time of the relevant general meeting. Consequential changes have also been made in the Constitution to make it clear that the number of votes which a Depositor or his proxy can cast on a poll is the number of shares entered against his name in the Depository Register as at 72 hours before the time of the relevant general meeting. This is in line with new section 81SJ(4) of the SFA; and
  - (iii) the cut-off time for the deposit of proxies has been extended from 48 to 72 hours before the time appointed for holding the general meeting. This is in line with section 178(1)(c) of the Companies Act, as amended pursuant to the Amendment Act.
- (g) Regulation 101 (Article 101 of Existing Constitution). Regulation 101, which relates to the filling of the office vacated by a retiring Director in default circumstances except in certain cases, has been revised to remove the event of a Director attaining any applicable retiring age as an exception to a deemed re-election to office. This follows the repeal of section 153 of the Companies Act and removal of the 70-year age limit for directors of public companies and subsidiaries of public companies.
- (h) Regulation 118 (Article 118 of Existing Constitution). Regulation 118, which relates to the general powers of the Directors to manage the Company's business, clarifies that the business and affairs of the Company are to be managed by, or under the direction of or, additionally, under the supervision of, the Directors. This is in line with section 157A of the Companies Act, as amended pursuant to the Amendment Act.
- (i) Regulations 126, 146 and 147 (Articles 126, 146 and 147 of Existing Constitution). Regulation 147 which relates to the sending of the Company's financial statements and related documents to Shareholders, additionally provides that such documents may, subject to the listing rules of the SGX-ST, be sent less than 14 days before the date of the general meeting with the agreement of all persons entitled to receive notices of general meetings. This is in line with new section 203(2) of the Companies Act, which provides that the requisite financial statements and other related documents may be sent less than 14 days before the date of the general meeting at which they are to be laid if all the persons entitled to receive notice of general meetings of the company so agree. Notwithstanding this proviso, the Company is currently required to comply with Rule 707(2) of the Listing Manual, which provides that an issuer must issue its annual report to shareholders and the SGX-ST at least 14 days before the date of its annual general meeting.

The references to the Company's "accounts", "profit and loss account(s)" and Directors' "reports" have also been updated/substituted in Regulations 126, 146 and 147 with references to "financial statements" and Directors' "statements", as appropriate, for consistency with the updated terminology in the Companies Act.

- (j) Regulation 152 (Article 152 of Existing Constitution). Regulation 152, which relates to the service of notices to Shareholders, has new provisions to facilitate the electronic transmission of notices and documents following the introduction of simplified procedures for the sending of notices and documents electronically pursuant to new section 387C of the Companies Act.

Under new section 387C, notices and documents may be given, sent or served using electronic communications with the express, implied or deemed consent of the member in accordance with the constitution of the company.

There is express consent if a shareholder expressly agrees with the company that notices and documents may be given, sent or served on him using electronic communications. There is deemed consent if the constitution (a) provides for the use of electronic communications and specifies the mode of electronic communications, and (b) specifies that shareholders will be given an opportunity to elect, within a specified period of time, whether to receive electronic or physical copies of such notices and documents, and the

shareholder fails to make an election within the specified period of time. There is implied consent if the constitution (a) provides for the use of electronic communications and specifies the mode of electronic communications, and (b) specifies that shareholders agree to receive such notices or documents by way of electronic communications and do not have a right to elect to receive physical copies of such notices and documents. Certain safeguards for the use of the deemed consent and implied consent regimes are prescribed under new regulation 89C of the Companies Regulations, Regulation 1 (Cap 50) (the “**Companies Regulations**”).

New section 387C was introduced to give effect to recommendations by the Steering Committee for Review of the Companies Act to ease the rules for the use of electronic transmission and to make them less prescriptive, and these recommendations were accepted by the Ministry of Finance (“**MOF**”). In accepting these recommendations, the MOF noted the concerns of some shareholders who would prefer to have an option to receive physical copies of the notices and documents, notwithstanding that the company adopts the implied consent regime, and indicated that such shareholders could highlight their concerns when a company proposes amendments to its constitution to move to an implied consent regime.

Regulation 152 provides that:

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

Regulation 152 additionally provides for when service is effected in the case of notices or documents sent by electronic communications. In particular, where a notice or document is made available on a website, it is deemed served on the date on which the notice or document is first made available on the website, unless otherwise provided under the Companies Act and/or other applicable regulations or procedures. Further, in the case of service on a website, Rule 1212 of the Listing Manual provides that if an issuer uses website publication as the form of electronic communications, the issuer shall separately provide a physical notification to shareholders notifying of the following:

- (a) the publication of the document on the website;
- (b) if the document is not available on the website on the date of notification, the date on which it will be available;
- (c) the address of the website;
- (d) the place on the website where the document may be accessed; and
- (e) how to access the document.

Rule 1212 of the Listing Manual will apply to the Company in the event that it serves notices and documents to Members by making them available on a website.



Under new regulation 89D of the Companies Regulations, notices or documents relating to takeover offers and rights issues cannot be transmitted by electronic means. Similarly, Rule 1210 of the Listing Manual provides that an issuer shall send the following documents to its shareholders by way of physical copies: (i) forms or acceptance letters that shareholders may be required to complete; (ii) notice of meetings, excluding circulars or letters referred in that notice; (iii) notices and documents relating to takeover offers and rights issues; and (iv) notices under Rules 1211 and 1212 of the Listing Manual. Notwithstanding that the Company is permitted by the Companies Act and the Listing Manual to send notices and documents to Shareholders by electronic communications, Rule 1211 of the Listing Manual provides that when an issuer uses electronic communications to send a document to a shareholder, the issuer shall inform the shareholder as soon as practicable of how to request for a physical copy of that document from the issuer and the issuer shall provide a physical copy of that document upon such request. Therefore, Regulation 152(g) has been inserted to provide that the Company shall send to Members physical copies of such notices or documents as may be specified by law or the listing rules of the SGX-ST.

- (k) Regulation 162 (Article 162 of Existing Constitution). Regulation 162, which relates to Directors' indemnification, has been expanded to permit the Company, subject to the provisions of and so far as may be permitted by the Companies Act, to indemnify a Director against losses "to be incurred" by him in the execution of his duties. This is in line with new sections 163A and 163B of the Companies Act, which permit a company to lend, on specified terms, funds to a director for meeting expenditure incurred "or to be incurred" by him in defending court proceedings or regulatory investigations.

#### **4.3.2 Amendments in view of the Listing Manual**

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

The following amendments to the Existing Constitution are in line with the Listing Manual prevailing as at the Latest Practicable Date.

- (a) Regulation 24 (Article 24 of Existing Constitution). Regulation 24 which relates to the Directors' discretion to refuse to register a transfer of shares, has been amended to be in line with Rule 733 of the Listing Manual, which provides that if an issuer refuses to register a transfer of a security, it must give to the lodging party written notice of the refusal and the precise reasons therefor within 10 market days after the date on which the transfer was lodged with the issuer.
- (b) Regulation 45 (Article 45 of Existing Constitution). Regulation 45, which relates to the Company's lien on shares, clarifies that such lien shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, in addition to such amount as the Company may be called upon by law to pay in respect of those shares. This clarification is in line with paragraph (3)(a) of Appendix 2.2 of the Listing Manual.
- (c) Regulation 59 (Article 59 of Existing Constitution). Regulation 59, which relates to the annual general meetings of the Company, has been amended to provide that such annual general meetings shall be held within the Republic of Singapore, in line with Rule 730A(1) of the Listing Manual. In line with Rule 707(1) of the Listing Manual, Regulation 59 also provides that the time between the end of the Company's financial year and the date of its annual general meeting must not exceed four (4) months.
- (d) Regulation 61 (Article 61 of Existing Constitution). Regulation 61, which relates to notice of general meetings, clarifies that the requirement for at least 14 days' notice of any general meeting to be given by advertisement in an English daily newspaper in circulation in Singapore and in writing to any stock exchange upon which shares in the Company may be listed only applies so long as the shares in the Company are listed on any stock exchange. This is in line with paragraph (7) of Appendix 2.2 of the Listing Manual.

- (e) Regulations 69, 70, 73 and 75 (Articles 69, 70, 73 and 75 of Existing Constitution). Regulation 69, which relates to the method of voting at general meetings, has new provisions to make it clear that, if required by the listing rules of any stock exchange upon which shares in the Company may be listed, all resolutions at general meetings shall be voted by poll (unless such requirement is waived by the stock exchange). Consequential changes have been made to Regulations 70, 73 and 75. These changes are in line with Rule 730A of the Listing Manual.
- (f) Regulation 106 (Article 106 of Existing Constitution). Regulation 106, which relates to the notice of intention to appoint a Director other than a Director retiring at a meeting, clarifies that such notice of intention, or notice from the person to be proposed giving his consent to the nomination and signifying his candidature for the office, must be lodged at the registered office of the Company not less than 11 nor more than 42 clear days before the date appointed for the meeting. This is in line with paragraph (9)(h) of Appendix 2.2 of the Listing Manual.

#### 4.3.3 **Objects Clauses**

To be in line with section 23 of the Companies Act, the Company proposes to include a general regulation in the New Constitution to the effect that, subject to the provisions of the Companies Act and any other written law and the New Constitution, the Company has:

- (a) full capacity to carry on or undertake any business or activity, do any act or enter into any transaction; and
- (b) for the purposes of paragraph (a) above, full rights, powers and privileges.

The Company will have all the powers of a natural person, with full capacity and ability to carry on or undertake any business or activity, and to enter into any transaction, subject to the restrictions imposed by the New Constitution, the Companies Act, the Listing Manual and any other applicable laws, rules and regulations.

#### 4.3.4 **Amendments in view of the PDPA**

In general, under the PDPA, an organisation can only collect, use or disclose the personal data of an individual with the individual's consent, and for a reasonable purpose which the organisation has made known to the individual. The new Regulation 163 specifies, amongst others, the purposes for which the Company and/or its agents and service providers would collect, use and disclose personal data of Shareholders and their appointed proxies or representatives.

#### 4.3.5 **General**

The following amendments to the Existing Constitution are to update, streamline and rationalise the New Constitution.

- (a) Regulation 59 (Article 59 of Existing Constitution). Regulation 59, which relates to, *inter alia*, the time-frame for holding annual general meetings, has been revised to make it clear that an annual general meeting shall be held once in every year within a period of not more than 15 months after the last preceding annual general meeting, but that this is save as otherwise permitted under the Companies Act. This will provide the Company with the flexibility, if the need to do so should arise, to apply for an extension of the 15-month period between annual general meetings in accordance with the provisions of the Companies Act, notwithstanding that the period may extend beyond the calendar year.
- (b) Regulation 83 (Article 83 of Existing Constitution). Regulation 83, which relates to the execution of proxies, has new provisions to facilitate the appointment of a proxy through electronic means online. In particular, it provides that a Shareholder can elect to signify his approval for the appointment of a proxy via electronic communication, through such method and in such manner as may be approved by the Directors, in lieu of the present requirement of signing, or where applicable, the affixation of the corporate Shareholder's common seal.

For the purpose of accommodating the deposit by Shareholders, and receipt by the Company, of electronic proxy instructions by Shareholders who elect to use the electronic appointment process, Regulation 83, which relates to the deposit of proxies, has new provisions which authorise the Directors to prescribe and determine the manner of receipt by the Company of the instrument appointing a proxy through digital means.

- (c) Regulations 23, 77 and 101 (Articles 23, 77 and 101 of Existing Constitution). These regulations have been updated to substitute the references to insane persons and persons of unsound mind with references to persons who are mentally disordered and incapable of managing himself or his affairs, following the enactment of the Mental Health (Care and Treatment) Act which repealed and replaced the Mental Disorders and Treatment Act.
- (d) Regulation 136(2) (Article 136 of the Existing Constitution) Regulation 136(2) which, *inter alia*, sets out the power of Directors in relation to scrip dividend scheme, has been inserted into the Constitution to enable the Directors to provide the flexibility to Shareholders to elect to receive dividends as fully-paid ordinary shares in lieu of cash. This has been inserted to facilitate the establishment of a scrip dividend scheme by the Company where circumstances are appropriate. The Company believes that the establishment of a scrip dividend scheme will be beneficial to Shareholders as, under a scrip dividend scheme, Shareholders can have the choice of receiving such dividend payment as cash and/or additional Shares, which would give Shareholders greater flexibility in meeting their investment objectives. A scrip dividend scheme can also enable Shareholders to participate in the equity capital of the Company without having to incur costs such as brokerage fees, stamp duty and other related costs. The above amendments are thus required to provide the Directors the flexibility to establish and administer a scrip dividend scheme.

## 5. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The direct and indirect interests of the Directors and the substantial shareholders in the Shares as at the Latest Practicable Date are as follows:

	Direct Interest		Deemed Interest	
	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>
<b><u>Director</u></b>				
Lou Yiliang <sup>(2)</sup>	—	—	11,902,800	5.31
Steven Chong Teck Sin	—	—	—	—
Sunny Wong Fook Choy	—	—	—	—
Neal M. Chandaria	—	—	—	—
Teruo Kiriyaama	—	—	—	—
<b><u>Substantial Shareholders (Other than Directors)</u></b>				
Advantec Holding SA <sup>(3)</sup>	22,571,000	10.07	60,811,300	27.13
Trustee of Chandaria Trust I <sup>(4)</sup>	—	—	83,832,300	37.40
Gazelle Capital Pte Ltd <sup>(5)</sup>	—	—	14,082,700	6.28
Lim Teck-Ean <sup>(6)</sup>	—	—	14,082,700	6.28
Lim Su-Lynn <sup>(7)</sup>	—	—	14,082,700	6.28

### **Notes:**

- (1) Percentages are based on the issued capital of the Company of 224,125,428 Shares (excluding treasury shares) as at the Latest Practicable Date.
- (2) Mr Lou Yiliang is deemed to be interested in the 11,902,800 shares held through Phillip Securities Pte. Ltd.

- (3) Advantec Holding SA is deemed to be interested in the 60,811,300 Shares held through the following:
  - (a) Raffles Nominees (Pte) Ltd in respect of 40,811,300 shares; and
  - (b) UOB Bank Nominees Pte Ltd in respect of 20,000,000 shares.
- (4) Trustee of Chandaria Trust I is deemed to be interested in the 83,382,300 Shares held by Advantec Holding SA as well as a further 450,000 Shares held by Metchem Engineering SA, both of which are wholly-owned by the Chandaria Trust I.
- (5) Gazelle Capital Pte. Ltd. is deemed to be interested in 14,082,700 Shares held through the following:
  - (a) OCBC Securities Private Ltd in respect of 886,000 shares;
  - (b) Maybank Kim Eng Securities Pte. Ltd in respect of 5,000,000 shares; and
  - (c) Sing Investments & Finance Nominees (Pte) Ltd in respect of 8,196,700 shares
- (6) Mr Lim Teck-Ean is deemed to be interested in the 14,082,700 shares held by Gazelle Capital Pte Ltd.
- (7) Ms Lim Su-Lynn is deemed to be interested in the 14,082,700 shares held by Gazelle Capital Pte. Ltd.

As at the Latest Practicable Date, save as disclosed in this Circular, none of the Directors have any interest, direct or indirect, in the Proposals (other than by reason only of being a Director).

As at the Latest Practicable Date, the Company has not received any notification from any of the Company's substantial shareholders that it has any interest, direct or indirect, in the Proposals (other than by reason of their shareholding interest in the Company).

## 6. DIRECTORS' RECOMMENDATIONS

The Directors are of the opinion that:

- (a) the proposed adoption of the Share Purchase Mandate; and
- (b) the proposed adoption of the New Constitution,

are in the best interests of the Company and accordingly recommend that the Shareholders vote in favour of the resolutions pertaining to the adoption of the Share Purchase Mandate and the adoption of the New Constitution to be proposed at the EGM.

## 7. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page 34 of this Circular, will be held at Oasia Hotel Novena, 8 Sinaran Drive Singapore 307470 on 25 April 2018 at 10.30 a.m. (or as soon thereafter as the Annual General Meeting of the Company convened on the same day and at the same place at 9.30 a.m. shall have concluded or shall have been adjourned) for the purpose of considering, and if thought fit, passing with or without modifications, the resolution set out in the aforementioned notice.

## 8. ACTION TO BE TAKEN BY SHAREHOLDERS

- 8.1 Shareholders who are not Depositors and are not able to attend the EGM may appoint up to two proxies to attend and vote on their behalf if they wish to do so. This is to be done by completing, signing and returning the proxy form attached to the Notice of EGM (the "**Proxy Form**") in accordance with the instructions printed thereon as soon as possible and in any event, so as to reach the office of the Company's share registrar, Boardroom Corporate & Advisory Services Pte. Ltd. (the "**Share Registrar**") as stipulated on the Proxy Form at least 48 hours before the time fixed for the EGM.
- 8.2 A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register, as certified by the Central Depository (Pte) Limited, as at 72 hours before the EGM.
- 8.3 A Depositor who is a natural person and whose name appears in the Depository Register as at 72 hours before the EGM need not complete and submit the Proxy Form if he is attending the EGM in person. However, if he is unable to do so and wishes to appoint a proxy/proxies to attend and vote on his behalf at the EGM, he may appoint up to two proxies and must complete, sign and return the Proxy Form (in accordance with the instructions thereto) as soon as possible and in any event, so as to reach the office of the Share Registrar as stipulated on the Proxy Form at least 48 hours before the time fixed for the EGM.

- 8.4 A Shareholder who is a “relevant intermediary” according to Section 181 of the Companies Act may appoint more than two proxies in relation to a meeting to exercise all or any of his rights to attend and to speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Shareholder (which number and class of shares shall be specified).
- 8.5 Each proxy appointed must be a natural person but need not be a Shareholder.
- 8.6 The terms “Depositor” and “Depository Register” shall have the meanings ascribed to them respectively in the SFA.

## **9. DIRECTORS’ RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Share Purchase Mandate and the New Constitution, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

## **10. DOCUMENTS FOR INSPECTION**

Copies of the following documents are available for inspection at the office of the Company’s registered office at 160 Robinson Road #24-12 SBF Center Singapore 068914 during normal business hours from the date hereof up to and including the date of the EGM:

- (a) the Existing Constitution of the Company;
- (b) the proposed New Constitution; and
- (c) the annual report of the Company for the financial year ended 31 December 2017.

Yours faithfully

For and on behalf of the Board of Directors of  
**INNOTEK LIMITED**

Neal M.Chandaria  
Chairman

---

## APPENDIX I

---

Set out below are the principal provisions in the New Constitution which are significantly different from the equivalent provisions in the Existing Constitution, or which have been included into the New Constitution as new provisions, or which have been removed in the New Constitution, with the main differences blacklined.

Interpretation	2. In <del>these Articles</del> <u>this Constitution</u> , if not inconsistent with the subject or context, the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof:
<u>"Applicable Laws"</u>	<u>All laws, bye-laws, regulations, orders and/or official directions for the time being in force affecting the Company and its subsidiaries, including but not limited to the Act, the Securities and Futures Act, Cap. 289 and the listing rules of the Singapore Exchange Securities Trading Limited (or any other stock exchange upon which the shares in the Company may be listed). Provided always that a waiver granted in connection to any such law shall be treated as due compliance with such relevant law.</u>
<u>"Chief Executive Officer" or "CEO"</u>	<u>Any one of more persons, by whatever name described, who:</u> (a) <u>is in direct employment of, or acting for or by arrangement with, the Company; and</u> (b) <u>is principally responsible for the management and conduct of the business of the Company, or part of the business of the Company, as the case may be.</u>
<u>"Constitution"</u>	<u>The Constitution or other regulations of the Company for the time being in force.</u>
<u>"Depositor"</u>	<u>An Account Holder or a Depository Agent but does not include a Sub-Account Holder. Has the meaning ascribed thereto in Section 81SF of the SFA.</u>
<u>"Depository"</u>	<u>The Central Depository (Pte) Limited established by the Exchange, or any other corporation approved by the Minister as a depository company or corporation for the purposes of the Act, which as a bare trustee operates the Central Depository System for the holding and transfer of book-entry securities. Has the meaning ascribed thereto in Section 81SF of the SFA.</u>
<u>"Depository Agent"</u>	<u>Has the meaning ascribed thereto in Section 81SF of the SFA. A member company of the Exchange, a trust company (registered under the Trust Companies Act), a banking corporation or merchant bank (approved by the Monetary Authority of Singapore under the Monetary Authority of Singapore Act (Cap. 186)) or any other person or body approved by the Depository who or which:</u> <u>performs services as a depository agent for Sub-Account Holders in accordance with the terms of a depository agent agreement entered into between the Depository and the Depository Agent;</u> <u>deposits book-entry securities with the Depository on behalf of the Sub-Account Holders; and</u> <u>establishes an account in its name with the Depository.</u>
<u>"Depository Register"</u>	<u>Has the meaning ascribed thereto in Section 81SF of the SFA. A register maintained by the Depository in respect of book-entry securities.</u>

## APPENDIX I

“Registered address” or “address” In relation to any member, his physical address for the service or delivery of notices or documents personally or by post, except where otherwise expressly provided in this Constitution.

“Writing” and “Written” Includes except where expressly specified herein or the context otherwise requires, and subject to any limitations, conditions or restrictions contained in any Applicable Laws, any printing, lithography, typewriting and any other mode of representing or reproducing words symbols or other information which may be displayed in a visible form, whether in physical document or in an electronic communication or form or otherwise howsoever.

The expressions “current address”, “electronic communication”, “Ordinary Resolution”, “relevant intermediary”, “Special Resolution” and “treasury shares” shall have the meanings ascribed to them respectively in the Act while the expressions “bare trustee” and “documents evidencing title” shall have the meanings ascribed to them respectively in Section 130A of the Act.

Share certificates 18. The certificate of title to shares or debentures in the capital of the Company shall be issued under the Seal in such form as the Directors shall from time to time prescribe and may bear the autographic or facsimile signatures of at least two Directors, or by one Director and the Secretary or some other person appointed by the Directors in place of the Secretary for the purpose, and shall specify the number and class of shares to which it relates, whether the shares are fully or partly paid up and the amount paid and the amount unpaid (if any) thereon. The facsimile signatures may be reproduced by mechanical or other means provided the method or system of reproducing signatures has first been approved by the Auditors of the Company.

Person under disability 23. No share shall in any circumstances be transferred to any infant, bankrupt or any person of unsound mind who is mentally disordered and incapable of managing himself or his affairs.

Directors' power to decline to register 24. (1) Subject to this Constitution these Articles, the Act or as required by the Exchange, there shall be no restriction on the transfer of fully paid up shares (except where required by law or the rules, bye-laws or listing rules of the Exchange or of any other stock exchange upon which the shares in the Company may be listed) but the Directors may in their discretion decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid up may refuse to register a transfer to a transferee of whom they do not approve. If the Directors shall decline to register any such transfer of shares, they shall within 10 Market Days after that date on which the application for a transfer of shares was made, give to both the transferor and the transferee written notice of their refusal to register as required by the Act.

Terms of registration of transfers (2) The Directors may in their sole discretion decline to register any instrument of transfer of share unless:-

- (i) such fee not exceeding S\$2 (or such other sum as may be approved by the Exchange from time to time) as the Directors may from time to time require, is paid to the Company in respect thereof;
- (ii) the amount of proper duty (if any) with which each instrument of transfer is chargeable under any law for the time being in force relating to stamps is paid;
- (iii) the instrument of transfer, duly stamped in accordance with any law for the time being in force relating to stamp duty, is deposited at the Office or at such other place (if any) as the Directors appoint accompanied by the certificates of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and, if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do; and
- (iv) the instrument of transfer is in respect of only one class of shares.

## APPENDIX I

Company's lien	45. The Company shall have a first and paramount lien and charge on every share (not being a fully paid share) in the name of each Member (whether solely or jointly with others) and on the dividends from time to time declared <del>or payable</del> in respect of <u>such shares. Such lien shall be restricted to unpaid calls and instalments upon thereof for all unpaid calls and instalments due on any such share and interest and expenses thereon but such lien shall only be upon the specific shares in respect of which such calls or instalments are due and unpaid and to such amounts as the Company may be called upon by law to pay in respect of the shares of the Member or deceased Member. The Directors may waive any lien which has arisen and may resolve that any share shall for some limited period be exempt wholly or partially from the provisions of this Regulation.</u>
Power to consolidate, cancel and subdivide shares	53. (1) The Company may by Ordinary Resolution: <ul style="list-style-type: none"> <li>(i) consolidate and/or divide all or any of its share capital;</li> <li>(ii) subdivide its shares or any of them (subject to the <del>-, nevertheless, to the provisions of the Act Applicable Laws and this Constitution</del>), provided always that in such subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived <u>and so that the resolution whereby any shares 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 such preferred, deferred or other special rights, or be subject to any such restrictions, as the Company has power to attach to new shares; and</u></li> <li>(iii) <del>subject to the provisions of these Articles and the Act Applicable Laws, convert its share capital or any class of shares into any other class of shares from one currency to another currency.</del></li> </ul>
Power to purchase or acquire its issued shares	(2) Subject to and in accordance with the <del>provisions of the Act, the listing rules of the Exchange, and other written law Applicable Laws</del> , the Company may <u>authorise the Directors in General Meeting to purchase or otherwise acquire ordinary shares, stocks, preference shares, options, debentures, debenture stocks, bonds, obligations, securities, and all other equity, derivative, debt and financial instruments issued by it on such terms as the Company may think fit and in the manner prescribed by the Act. Any shares purchased by the Company shall, unless held by the Company as treasury shares in accordance with the Act, 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 hold and/or 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.</u> (3) <u>Subject to and in accordance with the Applicable Laws, the Company may be Special Resolution convert one class of shares into another class of shares.</u>
Annual General Meeting	59. (1) <del>Subject to the provisions of the Act and Article 146 Save as otherwise permitted under the Act</del> , the Company shall in each year hold an Annual General Meeting <u>in the Republic of Singapore</u> , in addition to any other meetings in that year to be called <del>the Annual General Meeting</del> , and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.
Extraordinary General Meetings	(2) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.



## APPENDIX I

Notice of meetings	<p>61. (1) Subject to the provisions of the Act (including those regarding the calling of General Meetings at short notice) and the listing Rules of the Exchange, any General Meeting at which it is proposed to pass a special resolution or a resolution of which special notice has been given to the Company, shall be called by twenty-one days' notice at least and any other General Meeting by fourteen days' notice at least (exclusive both of the day on which the notice is served or deemed to be served and of the day for which the notice is given). Every notice calling a General Meeting shall specify the place and the day and the hour of the meeting and be given in a manner hereinafter mentioned to such persons (including the Auditors) as are under the provisions of <del>these Articles</del> <u>this Constitution</u> and the Act entitled to receive such notices of General Meetings from the Company. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. <u>So long as the shares in the Company are listed on any stock exchange, at least fourteen days' n</u>Notice of all General Meetings shall be given by advertisement in the daily press and in writing to the Exchange and to such other stock exchanges on which the Company is listed.</p> <p>(2) The accidental omission to give notice to, or the non-receipt by any person entitled thereto, shall not invalidate the proceedings at any General Meeting.</p>
Special business	<p>63. (1) All business shall be deemed special that is transacted at any Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of sanctioning a dividend, the consideration of the accounts and balance sheet and the reports of the Directors and Auditors, and any other documents required to be annexed to the balance sheet, electing Directors in place of those retiring by rotation or otherwise and the fixing of the Directors' remuneration and the appointment and fixing of the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.</p>
Routine business	<p>(2) <u>Routine business shall mean and include any business transacted at an Annual General Meeting of the following classes, that is to say:</u></p> <ul style="list-style-type: none"> <li>(a) <u>declaring dividends;</u></li> <li>(b) <u>receiving and adopting the financial statements, the Directors' statement, the Auditor's report and other documents required to be attached or annexed to the financial statements;</u></li> <li>(c) <u>appointing or re-appointing Directors to fill vacancies arising at the meeting on retirement by rotation or otherwise;</u></li> <li>(d) <u>appointing or re-appointing the Auditors;</u></li> <li>(e) <u>fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed; and</u></li> <li>(f) <u>fixing the fees of the Directors proposed to be passed under Regulation 89.</u></li> </ul>
Method of voting	<p>69. (1) <u>If required by the listing rules of any stock exchange upon which the shares in the Company may be listed, all resolutions at General Meetings shall be voted by poll, unless such requirement is waived by the stock exchange.</u></p> <p>(2) <u>Subject to Regulation 69(1), a</u>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:</p> <ul style="list-style-type: none"> <li>(i) by the Chairman of the meeting;</li> <li>(ii) by at least two Members present in person or by proxy (where a Member has appointed more than one proxy, any one of such proxies may represent that member) or attorney or in the case of a corporation by a representative and entitled to vote thereat;</li> </ul>

---

## APPENDIX I

---

- (iii) by any Member or Members present in person or by proxy (where a Member has appointed more than one proxy, any one of such proxies may represent that member) or attorney or in the case of a corporation by a representative or any number or combination of such Members, holding or representing not less than one-tenth-five per cent of the total voting rights of all the Members having the right to vote at the Meeting; or
- (iv) by a Member or Members present in person or by proxy (where a Member has appointed more than one proxy, any one of such proxies may represent that member) or attorney or in the case of a corporation by a representative or any number or combination of such Members, holding or representing not less than one-tenth five per cent of the total number of paid-up shares in the Company (excluding treasury shares) conferring a right to vote at the Meeting.

~~Provided always that no poll shall be demanded on the election of a Chairman or on a question of adjournment. A demand for a poll made pursuant to Regulation 69(2) may be withdrawn only with the approval of Chairman of the Meeting and any such demand shall not prevent the continuance of the Meeting for the transaction of any business other than the question on which the poll has been demanded. Unless a poll is so demanded (and the demand is not withdrawn) a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. A demand for a poll may be withdrawn.~~

(3) An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll, to move any resolution or amendments thereto and to speak at the meeting.

Taking a poll	70. <del>Where a poll is taken,</del> it shall be taken in such manner (including the use of ballot, voting papers or tickets) as the Chairman may direct and the result of a poll shall be deemed to be the resolution of the Meeting at which the poll was <del>demanded taken</del> . The Chairman may, <del>(and if so directed by the meeting or if required by the listing rules of any stock exchange upon which shares in the Company may be listed) and if so requested shall,</del> appoint scrutineers and may adjourn the Meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
Chairman's casting vote	72. Subject to the Act and the requirements of the Exchange, in the case of equality of votes, whether on <u>a poll</u> or a show of hands <del>or on a poll</del> , the Chairman of the Meeting at which the <u>poll</u> or the show of hands takes place <del>or at which the poll is demanded</del> shall be entitled to a second or casting vote in addition to the votes to which he may be entitled as a Member or as proxy of a Member.
Time for taking a poll	73. <del>A poll demanded on the choice of a chairman or a question of adjournment shall be taken immediately. A poll</del> on any question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the Meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately.
Voting rights of Members	75. Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company and to <del>Article</del> <u>Regulation 9</u> , each Member entitled to vote may vote in person or by proxy or attorney, and (in the case of a corporation) by a representative <del>On a show of hands</del> Every Member who is present in person or by proxy or attorney, or in the case of a corporation by a representative, shall: <ul style="list-style-type: none"> <li>(a) <u>on a poll,</u> have one vote <u>for every share which he holds or represents; and</u></li> <li>(b) <u>on a show of hands,</u> have one vote, <del>P</del>provided that</li> </ul>

---

## APPENDIX I

---

- (i) ~~in the case of a Member who is not a relevant intermediary and if a Member who~~ is represented by two proxies, only one of the two proxies as determined by ~~their appointor that Member~~ shall vote on a show of hands and in the absence of such determination, only one of the two proxies as determined by the Chairman (or by a person authorised by him) in his sole discretion shall be entitled to vote on a show of hands; and
- (ii) in the case of a Member who is a relevant intermediary and who is represented by two or more proxies, each proxy shall be entitled to vote on a show of hands.

~~on a poll, every Member who is present in person or by proxy, attorney or representative shall have one vote for each share which he holds or represents~~ Provided Always That notwithstanding anything contained in ~~these Articles this Constitution~~, a Depositor shall not be entitled to attend any General Meeting and to speak and vote thereat unless his name is certified by the Depository to the Company as appearing on the Depository Register not earlier than 7248 hours before that General Meeting (the “cut-off time”) as a Depositor on whose behalf the Depository holds shares in the Company. For the purpose of determining the number of votes which a Depositor or his proxy may cast on a poll, the Depositor or his proxy shall be deemed to hold or represent that number of shares entered in the Depositor’s Securities Account at the cut-off time as certified by the Depository to the Company, or where a Depositor has apportioned the balance standing to his Securities Account as at the cut-off time between two proxies, to apportion the said number of shares between the two proxies in the same proportion as specified by the Depositor in appointing the proxies; and accordingly no instrument appointing a proxy of a Depositor shall be rendered invalid merely by reason of any discrepancy between the number of shares standing to the credit of that Depositor’s Securities Account as at the cut-off time, and the true balance standing to the Securities Account of a Depositor as at the time of the relevant General Meeting, if the instrument is dealt with in such manner as aforesaid.

Voting rights  
of Members of  
unsound mind

77. If a Member ~~be a lunatic, idiot or non-compos mentis~~ mentally disordered and incapable of managing himself or his affairs, he may vote whether on a show of hands or on a poll by his committee, *curator bonis* or such other person as properly has the management of his estate and any such committee, *curator bonis* or other person may vote by proxy or attorney, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than ~~forty-eight~~ seventy-two hours before the time appointed for holding the Meeting.

Appointment of  
proxies

81. (1) Save as otherwise provided in the Act:

- (i) a Member who is not a relevant intermediary may appoint not more than two proxies to attend, speak and vote at the same General Meeting. Where such Member’s form of proxy appoints more than one proxy, the proportion of shareholding concerned to be represented by each proxy shall be specified in the form of proxy; and
- (ii) a Member who is a relevant intermediary may appoint more than two proxies to attend, speak and vote at the same General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member. Where such member’s form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

(1) — ~~A Member may appoint not more than two proxies to attend and vote at the same General Meeting.~~

---

## APPENDIX I

---

- (2) If the Member is a Depositor, the Company shall be entitled:
- (i) to reject any instrument of proxy lodged if the Depositor is not shown to have any shares entered in its Securities Account as at the cut-off time as certified by the Depository to the Company; and
  - (ii) to accept as validly cast by the proxy or proxies appointed by the Depositor on a poll that number of votes which corresponds to or is less than the aggregate number of shares entered in its Securities Account of that Depositor as at the cut-off time as certified by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.

(3) Where a Member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.

(4) Voting right(s) attached to any shares in respect of which a Member has not appointed a proxy may only be exercised at the relevant General Meeting by the member personally or by his attorney, or in the case of a corporation by its representative.

(5) Where a Member appoints a proxy in respect of more shares than the shares standing to his name in the Register of Members, or in the case of a Depositor, standing to the credit of that Depositor's Securities Account, such proxy may not exercise any of the votes or rights of the shares not registered to the name of that Member in the Register of Members or standing to the credit of that Depositor's Securities Account as at the cut-off time, as the case may be.

Instrument  
appointing a  
proxy

83. Any instrument appointing a proxy shall be in writing and subject to the listing rules of any stock exchange upon which shares of the Company may be listed; and

- (a) in the case of an individual shall be:
  - (i) ~~signed by in the common form approved by the Directors under the hand of the appointor or his attorney if the instrument of proxy is delivered personally or sent by post; or~~
  - (ii) ~~duly authorised by that individual through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic means; and~~
- (b) ~~in writing or, if the appointor is in the case of a corporation, shall be:~~
  - (i) ~~either given under its common seal or under the hand of its signed on its behalf by an attorney or a duly authorised officer of the corporation if the instrument of proxy is delivered personally or sent by post; or~~
  - (ii) ~~authorised by that corporation through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication~~

The Directors may, for the purposes of this Regulation, designate procedures for authenticating any such instrument, and any such instrument not so authenticated by use of such procedures shall be deemed not to have been received by the Company.

---

## APPENDIX I

---

To be left at Company's office	<p>84. The instrument appointing a proxy, together with the power of attorney or other authority, if any, under which the instrument of proxy is signed or a duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy and must be left at the Office or such other place (if any) as is specified for the purpose in the notice convening the Meeting not less than <del>forty-eight</del><sup>72</sup> hours before the time appointed for the holding of the Meeting or adjourned Meeting (or in the case of a poll before the time appointed for the taking of the poll) at which it is to be used failing which the instrument may be treated as invalid. An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the Meeting as for the Meeting to which it relates. Provided that an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not be required again to be delivered for the purposes of any subsequent meeting to which it relates. An instrument of proxy shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor. Unless otherwise instructed, a proxy shall vote as he thinks fit. The signature on an instrument appointing a proxy need not be witnessed.</p>
Vacation of office of Director	<p>101. (1) Subject as herein otherwise provided or to the terms of any subsisting agreement, the office of a Director shall be vacated on any one of the following events, namely:-</p> <ul style="list-style-type: none"><li>(i) if he is prohibited from being a Director by reason of any order made under the <u>Act or this Constitution</u>;</li><li>(ii) if he ceases to be a Director by virtue of any of the provisions of the Act;</li><li>(iii) if he resigns by writing under his hand left at the Office;</li><li>(iv) <u>if a receiving order is made against him or if he suspends payments or makes any arrangement or compounds with his creditors generally he becomes bankrupt or shall make any arrangement or composition with his creditors generally;</u></li><li>(v) <u>if he becomes mentally disordered and incapable of managing himself or his affairs or if in Singapore or elsewhere, an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs should be found lunatic or becomes of unsound mind or bankrupt during his term of office;</u></li><li>(vi) if he absents himself from meetings of the Directors for a continuous period of six months without leave from the Directors and the Directors resolve that his office be vacated;</li><li>(vii) if he is removed by a resolution of the Company in General Meeting pursuant to <del>these Articles</del> <u>this Constitution</u>; or</li><li>(viii) <u>if he is disqualified from acting as a Director in any jurisdiction for reasons other than on technical grounds. subject to the provisions of the Act at the conclusion of the Annual General Meeting commencing next after he attains the age of 70 years.</u></li></ul>
Removal of Directors	<p>(2) In accordance with the provisions of Section 152 of the Act, the Company may by Ordinary Resolution of which special notice has been given remove any Director before the expiration of his period of office, notwithstanding any provision of <del>these Articles</del> <u>this Constitution</u> or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company in General Meeting may appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.</p>

---

## APPENDIX I

---

Notice of  
intention to  
appoint Director

106. No person, other than a Director retiring at the Meeting, shall, unless recommended by the Directors for re-election, ~~not be~~ eligible for appointment as a Director at any General Meeting unless not less than eleven clear days and not more than forty-two clear days (exclusive of the date on which the notice is given) before the day appointed for the Meeting there shall have been left at the Office notice in writing signed by some Member (other than the nominee) duly qualified to attend and vote at the Meeting for which such notice is given of his intention to propose such person for election and also or notice in writing duly signed by the nominee giving his consent to the nomination and signifying his candidature for the office or the intention of such Member to propose him. Provided that in the case of a person recommended by the Directors for election nine clear days' notice only shall be necessary. Notice of each and every candidate for election shall be served on all Members at least seven clear days prior to the Meeting at which the election is to take place.

General power  
of Directors  
to manage  
Company's  
business

118. ~~The business and affairs of the Company shall be managed by or under the direction or supervision of the Directors, who The management of the business and affairs of the Company shall be vested in the Directors who (in addition to the powers and authorities by these Articles or otherwise expressly conferred upon them) may exercise all such powers and do all such acts and things as may be exercised or done by of the Company as are not by the Act or by this Constitution required to be exercised by the Company in General Meeting the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in General Meeting but~~ subject nevertheless to the provisions of the Act and of this Constitution and of these Articles and to any regulations, being not inconsistent with the aforesaid Regulations or provisions, as may be prescribed by Special Resolutions of the Company, from time to time made by the Company in General Meeting, provided that but no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made; provided always that the Directors shall not carry into effect any sale or proposals for disposing of the whole or substantially the whole of the Company's undertaking or property unless those proposals have been approved by the Company in General Meeting. The general powers given by this Article ~~Regulation~~ shall not be limited or restricted by any special authority or power given to the Directors by any other Article ~~Regulation~~.

Power to  
authenticate  
documents

126. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors, and any books, records, documents, ~~and accounts and financial statements~~ relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and where any books, records, documents, ~~or accounts and financial statements~~ are elsewhere than at the Office, the local manager and other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. Any authentication or certification made pursuant to this Article ~~Regulation~~ may be made by any electronic means approved by the Directors from time to time for such purpose incorporating, if the Directors deem necessary, the use of security procedures or devices approved by the Directors. ~~Any authentication or certification made pursuant to Regulation 126 may be made by any electronic means approved by the Directors from time to time for such purpose incorporating, if the Directors deem necessary, the use of security and/or identification procedures or devices approved by the Directors.~~

---

## APPENDIX I

---

Payment of  
dividend in  
specie

136. (1) The Company may, upon the recommendation of the Directors, by Ordinary Resolution direct payment of a dividend in whole or in part by the distribution of specific assets and in particular of paid up shares or debentures of any other company or in any one or more of such ways, and the Directors shall give effect to such Resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

(2) (a) Whenever the Directors or the Company in General Meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on the ordinary share capital of the Company, the Directors may further resolve that Members entitled to such dividend be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:

- (i) the basis of any such allotment shall be determined by the Directors;
- (ii) the Directors shall determine the manner in which Members shall be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid, and the Directors may make such arrangements as to the giving of notice to Members, providing for forms of election for completion by Members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this Regulation;
- (iii) the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of election has been accorded Provided that the Directors may determine, either generally or in any specific case, that such right shall be exercisable in respect of the whole or any part of that portion;
- (iv) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on ordinary shares in respect whereof the share election has been duly exercised (the "elected ordinary shares") and in lieu and in satisfaction thereof ordinary shares shall be allotted and credited as fully paid to the holders of the elected ordinary shares on the basis of allotment determined as aforesaid and for such purpose and notwithstanding the provisions of Regulation 134, the Directors shall capitalise and apply the amount standing to the credit of the Company's reserve accounts as the Directors may determine, such sum as may be required to pay up in full the appropriate number of ordinary shares for allotment and distribution to and among the holders of the elected ordinary shares on such basis.

---

## APPENDIX I

---

(b) (i) The ordinary shares allotted pursuant to the provisions of paragraph (a) of this Regulation shall rank *pari passu* in all respects with the ordinary shares then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.

(ii) The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (a) of this Regulation, with full power to make such provisions as they think fit in the case of shares becoming distributable in fractions (including, notwithstanding any provision to the contrary in this Constitution, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down).

(c) The Directors may, on any occasion when they resolve as provided in paragraph (a) of this Regulation, determine that rights of election under that paragraph shall not be made available to the persons who are registered as holders of ordinary shares in the Register, or in respect of ordinary shares the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors may think fit, and in such event the provisions of this Regulation shall be read and construed subject to such determination.

(d) The Directors may, on any occasion when they resolve as provided in paragraph (a) of this Regulation, further determine that no allotment of shares or rights of election for shares under that paragraph shall be made available or made to Members whose registered addresses entered in the Register are outside Singapore or to such other Members or class of Members as the Directors may in their sole discretion decide and in such event the only entitlement of the Members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.

(e) Notwithstanding the foregoing provisions of this Regulation, if at any time after the Directors' resolution to apply the provisions of paragraph (a) of this Regulation in relation to any dividend but prior to the allotment of ordinary shares pursuant thereto, the Directors shall consider that by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever it is no longer expedient or appropriate to implement that proposal, the Directors may at their absolute discretion and without assigning any reason therefor, cancel the proposed application of paragraph (a) of this Regulation.

Presentation of  
accounts

146. In accordance with the provisions of the Act and the requirements of the Exchange, the Directors shall cause to be prepared and to be laid before the Company in General Meeting such ~~profit and loss accounts~~ financial statements, balance sheets, group accounts consolidated financial statements (if any) and reports as may be necessary. The interval between the close of a financial year of the Company and the date of the Company's Annual General Meeting shall not exceed:

(a) ~~five months for a financial year commencing before 1 January 2003;~~

(a) ~~(b)~~ four months for a financial year commencing on or after 1 January 2003; or

(b) ~~(c)~~ such other period in accordance with the provisions of the Act and/or Applicable Laws and the listing rules of the Exchange.



---

## APPENDIX I

---

Copies of accounts	<p>147. A copy of every balance sheet and <del>profit and loss account</del> financial statement which is to be laid before a General Meeting of the Company (including every document required by the Act and/or Applicable Laws to be annexed hereto) <u>which is duly audited and which is to be laid before a General Meeting of the Company accompanied by together with a copy of every report of the Auditors report relating thereto thereon and of the Directors' report shall not less than fourteen days before the date of the Meeting be sent to every Member of, and every holder of debentures (if any) of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of those Articles this Constitution; provided that:</u></p> <p>(a) <u>these documents may, subject to the listing rules of any stock exchange upon which shares in the Company may be listed be sent less than 14 days before the date of the meeting if all persons entitled to receive notices of meetings from the Company so agree; and</u></p> <p>(b) <u>this Article Regulation shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of a share in the Company or the several persons entitled thereto in consequence of the death of bankruptcy of the holder or otherwise but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office.</u></p>
Service of notices	<p>152. (a) Any notice or document (including a share certificate) may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter or wrapper addressed to such Member at his registered address in the Register of Members or the Depository Register (as the case may be).</p>
Electronic communications	<p>(b) Without prejudice to the provisions of Regulation 152(a), any notice or document (including, without limitations, any accounts, balance sheet or report) which is required or permitted to be given, sent or served under the Act or under <del>these Articles this Constitution</del> by the Company, or by the Directors, to a Member or an officer or Auditor of the Company may be, <u>subject otherwise to the Act and any regulations made thereunder and (where applicable) the listing rules of any stock exchange upon which shares in the Company may be listed, 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 Act and/or any other applicable regulations or procedures:</u></p> <p style="padding-left: 40px;">(i) <u>to the current address of that person; or</u></p> <p style="padding-left: 40px;">(ii) <u>by making it available on a website prescribed by the Company from time to time,</u></p> <p style="padding-left: 40px;"><u>in accordance with this Constitution, the Applicable Laws and/or any other applicable regulations or procedures.</u></p>
Implied consent	<p>(c) <u>For the purposes of Regulation 152(b), a Member shall be deemed to have agreed to receive such notice or document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such notice or document.</u></p>
Deemed consent	<p>(d) <u>Notwithstanding Regulation 152(c), a Member shall, at the Directors' discretion, be given an opportunity to elect within a specified period of time whether to receive such notice or document by way of electronic communications or as a physical copy, and a Member shall be deemed to have consented to receive such notice or document by way of electronic communications if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have a right to receive a physical copy of such notice or document.</u></p>

## APPENDIX I

<u>When notice given by electronic communications deemed served</u>	<p>(e) <u>Where a notice of document is given, sent or served by electronic communications:</u></p> <p>(i) <u>to the current address of a person pursuant to Regulation 152(b)(i), it shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of such person (notwithstanding any delayed receipt, non-delivery or "returned mail" reply message or any other error message indicating that the electronic communication was delayed or not successfully sent), unless otherwise provided under the Act and/or any other applicable regulations or procedures; and</u></p> <p>(ii) <u>by making it available on a website pursuant to Regulation 152(b)(ii), it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, unless otherwise provided under the Act and/or any other applicable regulations or procedures.</u></p>
<u>Notice to be given by electronic communications</u>	<p>(f) <u>Where a notice or document is given, sent or served to a Member by electronic communications or by making it available on a website pursuant to Regulation 152(b)(ii), the Company shall:</u></p> <p>(i) <u>inform the shareholder how to request a physical copy of the document or notice and upon such request, the Company shall provide a physical copy of the document or notice; and</u></p> <p>(ii) <u>the Company shall also give separate physical notice to the Member of the publication of the notice or document on that website, if the document is not available on the website on the date of the notification, the date on which it will be available, the address of the website, the place on the website where the document may be accessed and the manner in which the notice or document may be accessed by any one or more of the following means:</u></p> <p>(1) <u>by sending such separate notice to the Member personally or through the post pursuant to Regulation 152(a);</u></p> <p>(2) <u>by sending such separate notice to the Member using electronic communications to his current address pursuant to Regulation 152(b)(i);</u></p> <p>(3) <u>by way of advertisement in the daily press; and/or</u></p> <p>(4) <u>by way of announcement on any stock exchange upon which shares in the Company may be listed.</u></p>
<u>Physical copies</u>	<p>(g) <u>Notwithstanding Regulations 152(c) and 152(d) above, the Company shall send to the Members physical copies of such notices or documents as may be specified by law or the listing rules of the Exchange.</u></p>
<u>Indemnity of Directors and officers</u>	<p>162. Subject to the provisions of the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred or to be incurred by him in the execution and discharge of his duties or in relation thereto, and in particular and without prejudice to the generality of the foregoing, no Director, Manager, Secretary or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or left or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own negligence, wilful default, breach of duty or breach of trust.</p>

---

## APPENDIX I

---

### Secrecy

163. No Member shall be entitled to require discovery of or any information relating to any detail of the Company's trade or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors will be inexpedient in the interest of the Members of the Company to communicate to the public save as may be authorised by law or required by the listing rules of the Exchange (or any other stock exchange upon which the shares in the Company may be listed).

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

### INNOTEK LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration no. 199508431Z)

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the Company will be held at Oasia Hotel Novena, 8 Sinaran Drive Singapore 307470 on 25 April 2018 (Wednesday) at 10.30 a.m. (or as soon thereafter as the Annual General Meeting of the Company to be held at 9.30 a.m. on the same day and at the same place is concluded or adjourned) for the purpose of considering and, if thought fit, passing with or without amendment, the following resolutions:

All capitalised terms in the resolutions below and defined in the Circular dated 3 April 2018 to the shareholders of the Company (the “**Circular**”) shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.

#### ORDINARY RESOLUTION:

#### RESOLUTION 1 – THE PROPOSED SHARE PURCHASE MANDATE

That:

- (a) for the purposes of Section 76C and 76E of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”) and such other laws and regulations as may for the time being be applicable, the exercise by the Directors of the Company (“**Directors**”) of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company (“**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
  - (i) on-market purchases transacted on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**On-Market Purchase**”); and/or
  - (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme as may be determined or formulated by the Directors as they consider fit, which scheme shall satisfy all the conditions prescribed by the Companies Act and the SGX-ST Listing Manual (“**Off-Market Purchase**”),(the “**Share Purchase Mandate**”);
- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate shall, at the discretion of the Directors, either be cancelled or held as treasury shares and dealt with in accordance with the Companies Act;
- (c) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
  - (i) the date on which the next annual general meeting of the Company (“**AGM**”) is held or required by law to be held, whichever is earlier;
  - (ii) the date on which the share purchases are carried out to the full extent mandated; or
  - (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied;
- (d) in this Resolution:

“**Average Closing Price**” means the average of the closing market prices of the Shares over the last five (5) Market Days (“**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 purchases are made, or as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase; and is deemed to be adjusted in accordance with the Listing Manual for any corporate action that occurs after the relevant five (5)-day period;

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

**“date of the making of the offer”** means the date on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Purchase; and

**“Maximum Price”** in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors. The purchase price to be paid for the Shares as determined by the Directors must not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase, 115% of the Average Closing Price of the Shares,

**“Prescribed Limit”** means 10% of the total number of Shares as at the date of the last AGM of the Company held before this Resolution is passed or as at the date of passing of this Resolution, whichever is the higher (excluding any treasury shares that may be held by the Company from time to time), unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the relevant period, in which event the total number of Shares of the Company shall be taken to be the total number of Shares of the Company as altered; and

- (e) the Directors and each of them be and is hereby authorized to do any and all such acts (including to execute all such documents as may be required, approve any amendments, alterations or modifications to any documents, and sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may, in their absolute discretion deem necessary, desirable or expedient to give effect to this Ordinary Resolution and the Share Purchase Mandate.

### **SPECIAL RESOLUTION:**

#### **RESOLUTION 2 – THE PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY**

That the regulations contained in the new Constitution submitted to this Extraordinary General Meeting and, for the purpose of identification, subscribed to by the Chairman thereof, be approved and adopted as the new Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution.

### **By Order of the Board**

Linda Sim Hwee Ai  
Company Secretary  
3 April 2018

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

### Notes:

1. (a) A member who is not a relevant intermediary (as defined in Section 181 of the Companies Act) is entitled to appoint not more than two proxies to attend, speak and vote on his/her behalf at the Extraordinary General Meeting. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.  
  
(b) A member who is a relevant intermediary (as defined in Section 181 of the Companies Act) is entitled to appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy must be deposited at the Share Registrar's office at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623 not less than forty-eight (48) hours before the time appointed for holding the Extraordinary General Meeting.
5. A depositor shall not be regarded as a member of a Company entitled to attend, speak and vote at the Extraordinary General Meeting unless his name appears on the Depository Register 72 hours before the time fixed for the Extraordinary General Meeting.

### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

## INNOTEK LIMITED

(Company Registration no. 199508431Z)  
(Incorporated in the Republic of Singapore)

### PROXY FORM EXTRAORDINARY GENERAL MEETING

#### IMPORTANT CPF Investors

1. For investors who have used their CPF moneys to buy shares in the capital of InnoTek Limited (the "**Company**"), this Circular is forwarded to them at the request of their CPF Approved Nominees (the "**Agent Banks**") and is sent solely for information only.
2. This Proxy Form is not valid for use by CPF Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF Investors who wish to attend the Extraordinary General Meeting as OBSERVERS have to submit their requests through their respective Agent Banks so that their Agent Banks may register, in the required format, with the Company. (Agent Banks: please see note 8 on the required format.)

#### Multiple Proxies

4. Relevant intermediaries (as defined in Section 181 of the Companies Act, Cap. 50) may appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting.

I/We \_\_\_\_\_ (Name), NRIC/Passport Number \_\_\_\_\_  
of \_\_\_\_\_ (Address)

being a member/members of **INNOTEK LIMITED** (the "**Company**"), hereby appoint:

Name	NRIC / Passport Number	Proportion of Shareholdings (%)	
		No. of shares	%
Address			

and/or (delete as appropriate)

Name	NRIC / Passport Number	Proportion of Shareholdings (%)	
		No. of shares	%
Address			

or failing him/her/them, the Chairman of the Extraordinary General Meeting, as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at Oasia Hotel Novena, 8 Sinaran Drive Singapore 307470 on 25 April 2018 at 10.30 a.m. (or as soon thereafter as the Annual General Meeting of the Company to be held at 9.30 a.m. on the same day and at the same place is concluded or adjourned) and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the resolutions to be proposed at the Extraordinary General Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the Extraordinary General Meeting.

No.	ORDINARY RESOLUTION	For*	Against*
1	To approve the Proposed Share Purchase Mandate		
	SPECIAL RESOLUTION		
2	To approve the Proposed Adoption of the New Constitution of the Company		

\* If you wish to exercise all your votes "For" or "Against", please indicate your vote "For" or "Against" with "X" within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Total Number of Shares Held

\_\_\_\_\_  
Signature(s) of Member(s)/Common Seal

**IMPORTANT: PLEASE READ NOTES ON THE REVERSE.**



**Notes:**

1. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register maintained by The Central Depository (Pte) Limited ("CDP"), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert that number of shares. If the member has shares entered against his name in the said Depository Register and registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
2.
  - (a) A member who is not a relevant intermediary (as defined in Section 181 of the Companies Act, Cap. 50) is entitled to appoint not more than two proxies to attend, speak and vote on his/her behalf at the Extraordinary General Meeting. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.
  - (b) A member who is a relevant intermediary (as defined in Section 181 of the Companies Act, Cap. 50) is entitled to appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be deposited at the Share Registrar's office at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623 not less than 48 hours before the time appointed for the Extraordinary General Meeting.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy; failing which the instrument may be treated as invalid.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Extraordinary General Meeting, in accordance with Section 179 of the Companies Act, Cap. 50.
7. The submission of an instrument or form appointing a proxy by a member of the Company does not preclude him from attending and voting in person at the Extraordinary General Meeting if he is able to do so.
8. Agent Banks acting on the request of CPF Investors who wish to attend the Extraordinary General Meeting as Observers are required to submit in writing, a list with details of the investors' name, NRIC/Passport numbers, addresses and numbers of Shares held. The list, signed by an authorised signatory of the agent bank, should reach the Share Registrar's office not later than 48 hours before the time appointed for holding the Extraordinary General Meeting.

**General:**

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Extraordinary General Meeting, as certified by CDP to the Company.

**Personal Data Protection:**

By attending the Extraordinary General Meeting and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting.



This page has been left blank intentionally.

This page has been left blank intentionally.



