

**APPENDIX DATED 5 APRIL 2019**

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

**If you are in any doubt as to the contents herein or as to the course of action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

If you have sold or transferred all your shares in the capital of First Resources Limited (the “**Company**”) held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Appendix with the Notice of Annual General Meeting and Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate Appendix with the Notice of Annual General Meeting and Proxy Form to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should forward this Appendix with the Notice of Annual General Meeting and Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the accuracy of any of the statements made, reports contained or opinions expressed in this Appendix.



**FIRST RESOURCES LIMITED**  
Company Registration No. 200415931M  
(Incorporated in the Republic of Singapore)

**APPENDIX TO THE NOTICE OF ANNUAL GENERAL MEETING IN RELATION TO:**

- (I) THE PROPOSED RENEWAL OF THE GENERAL MANDATE  
FOR INTERESTED PERSON TRANSACTIONS; AND**
- (II) THE PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE**

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## DEFINITIONS

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

- "2018 EGM"** : Has the meaning ascribed to it in Section 2.1 of this Appendix.
- "2019 AGM"** : Has the meaning ascribed to it in Section 1.1 of this Appendix.
- "AGM"** : An annual general meeting of the Company.
- "Appendix"** : This appendix dated 5 April 2019 issued by the Company to the Shareholders.
- "Associates"** : (a) in relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his immediate family;
  - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
  - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more;
- (b) in relation to a Substantial or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.
- "Audit Committee"** : The audit committee of the Company as at the date of this Appendix comprising Teng Cheong Kwee, Ong Beng Kee, Chang See Hiang and Tan Seow Kheng.
- "Average Closing Price"** : Shall have the meaning ascribed to it in Section 3.3.4 of this Appendix.
- "Board"** : The board of Directors of the Company.
- "CDP"** : The Central Depository (Pte) Limited.
- "Companies Act"** : The Companies Act (Chapter 50 of Singapore), as may be amended, modified or supplemented from time to time.
- "Company"** : First Resources Limited, a company incorporated in the Republic of Singapore.
- "concert parties"** : Shall have the meaning ascribed to it in Section 3.10.2 of this Appendix.

<b>"Constitution"</b>	: The constitution of the Company, as may be amended, modified or supplemented from time to time.
<b>"Controlling Shareholder"</b>	: A person who:- <ul style="list-style-type: none"> <li>(a) holds directly or indirectly 15% or more of the total number of issued shares excluding treasury shares in the Company; or</li> <li>(b) in fact exercises control over the Company.</li> </ul>
<b>"CPO"</b>	: Crude palm oil.
<b>"day of the making of the offer"</b>	: Shall have the meaning ascribed to it in Section 3.3.4 of this Appendix.
<b>"Directors"</b>	: The directors of the Company as at the date of this Appendix.
<b>"ECI"</b>	: Eight Capital Inc.
<b>"ECI Group"</b>	: ECI and its subsidiaries.
<b>"EPS"</b>	: Earnings per Share.
<b>"FY"</b>	: Financial year ended 31 December
<b>"Group"</b>	: The Company and its subsidiaries.
<b>"Highest Last Dealt Price"</b>	: Shall have the meaning ascribed to it in Section 3.3.4 of this Appendix.
<b>"Independent Shareholders"</b>	: Shareholders who are deemed to be independent for the purposes of voting on the IPT Mandate.
<b>"Interested Directors"</b>	: Ciliandra Fangiono and Fang Zhixiang.
<b>"Interested Person"</b>	: The interested persons who fall within the IPT Mandate, as set out in Section 2.3 of this Appendix.
<b>"Interested Person Transactions"</b>	: Has the meaning ascribed to it in Section 2.1 of this Appendix.
<b>"IPT Mandate"</b>	: Has the meaning ascribed to it in Section 2.1 of this Appendix.
<b>"Latest Practicable Date"</b>	: 12 March 2019 being the latest practicable date prior to the printing of this Appendix.
<b>"Listing Manual"</b>	: The listing manual of the SGX-ST, as amended, modified or supplemented from time to time.
<b>"Market Day"</b>	: A day on which the SGX-ST is open for trading in securities.
<b>"Market Purchase"</b>	: Shall have the meaning ascribed to it in Section 3.3.3(a) of this Appendix.

<b>"Maximum Price"</b>	: Shall have the meaning ascribed to it in Section 3.3.4 of this Appendix.
<b>"NAV"</b>	: Net asset value.
<b>"Notice of 2019 AGM"</b>	: Has the meaning ascribed to it in Section 1.1 of this Appendix.
<b>"NTA"</b>	: Net tangible assets.
<b>"Off-Market Purchase"</b>	: Shall have the meaning ascribed to it in Section 3.3.3(b) of this Appendix.
<b>"PK"</b>	: Palm kernel.
<b>"Proxy Form"</b>	: The proxy form in respect of the 2019 AGM as set out in the Notice of 2019 AGM.
<b>"Registrar"</b>	: The Accounting and Corporate Regulatory Authority of Singapore.
<b>"related expenses"</b>	: Shall have the meaning ascribed to it in Section 3.3.4 of this Appendix.
<b>"Relevant Period"</b>	: Shall have the meaning ascribed to it in Section 3.1 of this Appendix.
<b>"Review Procedures"</b>	: The review procedures for determining the transaction prices of the Interested Person Transactions, details of which are set out in Section 2.6 of this Appendix.
<b>"Securities Account"</b>	: Securities accounts maintained by depositors with CDP, but not including securities accounts maintained with a depository agent.
<b>"SFA"</b>	: The Securities and Futures Act, Chapter 289 of Singapore, as amended, modified or supplemented from time to time.
<b>"SGX-ST"</b>	: Singapore Exchange Securities Trading Limited.
<b>"Share Purchase"</b>	: The purchases or acquisitions of Shares by the Company pursuant to the terms of the Share Purchase Mandate.
<b>"Share Purchase Mandate"</b>	: General and unconditional mandate given by Shareholders to authorise the Directors to purchase Shares in accordance with the terms set out in this Appendix as well as the rules and regulations set forth in the Companies Act and the Listing Manual.
<b>"Shareholders"</b>	: Registered holders for the time being of Shares, except that where the registered holder is CDP, the term "Shareholders" shall, where the context admits, mean the depositors whose Securities Accounts are credited with Shares.
<b>"Shares"</b>	: Ordinary shares in the capital of the Company.
<b>"SIC"</b>	: Securities Industry Council.

<b>"Substantial Shareholder"</b>	: A person who has an interest in not less than five (5) per cent. of the issued voting shares of the Company.
<b>"Take-over Code"</b>	: The Singapore Code on Take-overs and Mergers, as amended, modified or supplemented from time to time.
<b>"S\$"</b>	: Singapore dollars.
<b>"US\$" and "US cents"</b>	: United States dollars and cents, respectively.
<b>"%" or "per cent."</b>	: Per centum or percentage.

The terms "**depositor**", "**depository register**" and "**depository agent**" shall have the meanings ascribed to them respectively in Section 81SF of the SFA. The terms "**subsidiary**" and "**subsidiary holdings**" shall have the meaning ascribed to them in the Companies Act.

The terms "**associate**", "**associated company**" and "**controlling shareholder**" shall have the meanings ascribed to them in the Listing Manual.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing one gender shall, where applicable, include the other gender. References to persons shall, where applicable, include corporations.

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

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

Any discrepancies in this Appendix between the listed amounts and the totals thereof and/or the respective percentages are due to rounding.

**FIRST RESOURCES LIMITED**  
Company Registration No. 200415931M  
(Incorporated in the Republic of Singapore)

**Directors:**

Lim Ming Seong  
Ciliandra Fangiono  
Fang Zhixiang  
Teng Cheong Kwee  
Ong Beng Kee  
Ng Shin Ein  
Chang See Hiang  
Tan Seow Kheng

**Registered Office:**

8 Temasek Boulevard  
#36-02 Suntec Tower Three  
Singapore 038988

5 April 2019

**To: The Shareholders of First Resources Limited**

- (I) THE PROPOSED RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS; AND**
- (II) THE PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE.**

Dear Sir/Madam

**1. INTRODUCTION**

- 1.1** The Board refers to the Notice of Annual General Meeting of the Company dated 5 April 2019 ("**Notice of 2019 AGM**") convening the AGM of the Company to be held on 29 April 2019 ("**2019 AGM**") at 10.00 a.m., and Ordinary Resolutions 9 and 10 under the heading "Special Business" set out in the Notice of 2019 AGM.
- 1.2** The purpose of this Appendix is to provide the Shareholders with information relating to the following:
- (a) the proposed renewal of the IPT Mandate; and
  - (b) the proposed adoption of the Share Purchase Mandate,
- and to seek the following:
- (i) Independent Shareholders' approval of the proposed renewal of the IPT Mandate; and
  - (ii) Shareholders' approval of the proposed adoption of the Share Purchase Mandate.
- 1.3** The SGX-ST takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Appendix.

## 2. THE PROPOSED RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

**2.1 Background.** The principal activities of the Group are the cultivating of oil palms, harvesting fresh fruit bunches and milling them into crude palm oil (“**CPO**”) and palm kernel (“**PK**”), and processing of CPO and PK into higher value palm-based products such as biodiesel, refined, bleached and deodorised (“**RBD**”) olein, RBD stearin, palm kernel oil and palm kernel expeller.

It is anticipated that the Group will, in the ordinary course of business, enter into transactions including, but not limited to, transactions with persons who are considered “Interested Persons” as defined in Chapter 9 of the Listing Manual. It is likely that such transactions will be frequent and could arise at any time.

Chapter 9 of the Listing Manual allows a listed company to seek a general mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations, such as the purchase and sale of supplies and materials, but not the purchase or sale of assets, undertakings or businesses. A general mandate is subject to annual renewal.

At an extraordinary general meeting of the Company held on 30 April 2018 (“**2018 EGM**”), the Independent Shareholders of the Company approved a mandate (“**IPT Mandate**”) to enable the Group to enter into the following transactions that are carried out in the Group’s ordinary course of business with the Interested Persons (“**Interested Person Transactions**”):

- (a) the purchase of palm oil materials and products from the Interested Persons, including but not limited to:-
  - (i) fresh fruit bunches;
  - (ii) palm kernel; and
  - (iii) crude palm oil; and
- (b) leasing of office premises from the Interested Persons.

**2.2 Proposed Renewal of the IPT Mandate.** The IPT Mandate approved at the 2018 EGM was expressed to take effect until the conclusion of the next AGM of the Company, being the 2019 AGM which is scheduled to be held on 29 April 2019. Pursuant to Chapter 9 of the Listing Manual, the Company will seek Independent Shareholders’ approval for the proposed renewal of the IPT Mandate.

The proposed renewal of the IPT Mandate will enable the Company and the Group, in their ordinary course of business to enter into the Interested Person Transactions with specified classes of Interested Persons as set out in Section 2.3 of this Appendix.

There is no change to the scope of the IPT Mandate, the entities at risk and interested persons in the proposed renewal of the IPT Mandate.

**2.3 Classes of Interested Persons.** Eight Capital Inc. (“**ECI**”) is a company incorporated in the British Virgin Islands. As at the Latest Practicable Date, ECI is a Controlling Shareholder of the Company, holding directly 1,025,166,230 Shares representing approximately 64.72% of the issued Shares of the Company. Accordingly, each of the members of the ECI Group is deemed to be an interested person for the purposes of Chapter 9 of the Listing Manual.

Mr Ciliandra Fangiono (“**Mr Fangiono**”) is the Chief Executive Officer and Director of the Company and Mr Fang Zhixiang (“**Mr Fang**”), the brother of Mr Fangiono, is the Deputy Chief Executive Officer and Director of the Company. Pursuant to the Listing Manual, each of Mr Fangiono, Mr Fang, and Associates of Mr Fangiono and Mr Fang is deemed to be interested persons for the purposes of Chapter 9 of the Listing Manual. PT Surya Dumai Industri is a company incorporated in the Republic of Indonesia. As at the Latest Practicable Date, Mr Fangiono, Mr Fang and their Associates together have an interest of more than 30% in PT Surya Dumai Industri. Accordingly, PT Surya Dumai Industri is deemed to be an interested person for the purposes of Chapter 9 of the Listing Manual.

The IPT Mandate, if renewed, will apply to Interested Person Transactions (as described in Section 2.1 of this Appendix) which are carried out between any entity in the Group with:

- (i) any of the members of the ECI Group and/or any other Associate of ECI in which ECI has an interest of 30% or more; or
- (ii) PT Surya Dumai Industri.

**2.4 Rationale for and benefits of the IPT Mandate.** The Group’s business and operations are dependent on the supply and availability of palm oil materials and availability of office premises. The ECI Group is engaged in the production and sale of palm oil materials and products. The Group may, from time to time, procure palm oil materials and products from the ECI Group as feedstock for its palm oil mills, kernel crushing plants or refineries, if such pricing offered are competitive or favourable compared to those offered by other third parties.

Similarly, the Group would occasionally lease or rent office premises from other parties, including the Interested Persons. There are entities within the ECI Group which own office building facilities that are rented out to the Group and other third parties and earn rental income as part of their business. Where the lease conditions, including rental, offered by the Interested Persons are competitive or favourable, the Group may consider leasing or renting such facilities from the Interested Persons to be used as the Group’s operating premises of its corporate and regional headquarters.

The Directors are of the view that it will be beneficial to the Group to transact with the Interested Persons, as such transactions are entered into by the Group in its ordinary course of business. The IPT Mandate will eliminate the need for the Group to announce, or to announce and convene separate general meetings on each occasion to seek Shareholders’ prior approval to allow the Group to enter into such Interested Person Transactions. This will substantially reduce the expenses associated with the convening of general meetings (including the engagement of external advisers and preparation of documents) on an ad-hoc basis, improve administrative efficacy considerably and allow manpower resources and time to be channelled towards attaining other business objectives.

The Group will be able to maximise its business opportunities especially in transactions that are time-sensitive in nature, and the significant amount of administrative resources, time and expenses saved could be channelled towards attaining other corporate objectives. Notwithstanding the above, Shareholders will be updated on the value of such Interested Person Transactions through the Company’s interim and full-year financial results announcements and in its annual reports.

**2.5 Validity period of the IPT Mandate.** If approved by Independent Shareholders at the 2019 AGM, the IPT Mandate will take effect from the date of receipt of Independent Shareholders’ approval, and will (unless revoked or varied by the Company in a general meeting) continue in force until the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier. Approval from the Independent Shareholders will be sought for the renewal of the IPT Mandate at the next AGM and at each subsequent AGM or the date by which the next AGM of the Company is required by law to be held, subject to satisfactory review by the Audit Committee of its continued application to the transactions with the Interested Persons.

## **2.6 Guidelines and review procedures under the IPT Mandate.**

To ensure that all Interested Person Transactions are conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, the Group will adopt the specific guidelines and procedures as set out below:

### **2.6.1 Review Procedures**

Prior to entering into any contract or transaction with the Interested Persons in connection with the Interested Person Transactions, the Company shall follow the review procedures as set out below:

- (a) all purchase agreements with external reference quoted prices or rates are to be carried out based on the prevailing market reference price available on established exchanges and/or established market references and is calculated by reference to any fair pricing basis to be determined and agreed by the management of the Company;
- (b) any purchase contracts without external reference quoted prices or rates are to be carried out with reference to at least two (2) contracts with unrelated third parties in respect of the same or substantially the same type of transactions;
- (c) in relation to the rental of office premises from the Interested Persons, the Group will only enter into leases or renew existing leases with the Interested Persons if the Group is satisfied that the rent payable is in line with prevailing market rental rates for comparable spaces, taking into account factors such as tenure of the lease, area of leased premises, rentals of similar properties in the same vicinity (if available) and any other relevant factors that may affect rental rates or terms of the lease; and
- (d) where it is not possible to compare against the terms of other transactions with unrelated third parties, the Interested Person Transaction will be approved by the management, in accordance with the Group's usual business practices and policies. In determining the transaction price payable to the Interested Person for such products or transactions, factors such as, but not limited to, quantity, requirements and specifications will be taken into account.

### **2.6.2 Threshold Limits**

The Group will monitor and categorise all Interested Person Transactions as follows:

- (a) a "Category 1" Interested Person Transaction is one where the value thereof is equal to or more than 3.0% of the latest audited NTA of our Group; and
- (b) a "Category 2" Interested Person Transaction is one where the value thereof is below 3.0% of the latest audited NTA of our Group.

"Category 1" Interested Person Transactions must be reviewed and approved by the Audit Committee prior to entry. "Category 2" Interested Person Transactions need not be approved by the Audit Committee prior to entry but must be approved by the Managing Directors or Deputy Managing Directors of the respective regions (in respect of transactions carried out in Indonesia), the Group Financial Controller (in respect of transactions carried out in Singapore), or such other person(s) designated by the Audit Committee from time to time, who shall not be interested in any of the Interested Person Transactions. Such transactions are also reviewed by the Audit Committee on a quarterly basis.

The Group has taken guidance from the Listing Manual in adopting the 3% threshold, where 3% of audited NTA is the threshold for issuers to make an announcement of an interested person transaction. The Group had also taken into account its NTA and is of the view that Interested Person Transactions equalling or exceeding 3% of its NTA is an appropriately significant figure for approval by the Audit Committee.

For illustrative purposes, the audited NTA of the Group as at 31 December 2018 is US\$784,745,000. As such, a "Category 1" Interested Person Transaction is one where the value thereof is equal to or more than US\$23,542,000 and a "Category 2" Interested Person Transaction is where the value thereof is below US\$23,542,000. Shareholders should note that the aforementioned figures are for illustrative purposes only, and will vary on an annual basis in accordance with the Group's latest audited NTA figure.

- 2.7 Register of Interested Person Transactions.** The Company will maintain a register of all transactions carried out with the Interested Persons pursuant to the IPT Mandate and shall include all information pertinent to the evaluation of the Interested Person Transactions such as, but not limited to, the amount of the Interested Person Transactions, the basis for determining the transaction prices and supporting evidence and quotations obtained to support such basis. The register of Interested Person Transactions shall be prepared, maintained and monitored by a senior officer of the finance department (who shall not be interested in any of the Interested Person Transactions) who is duly delegated to do so by the Audit Committee and reviewed by the Audit Committee on a quarterly basis.
- 2.8 Review by the Audit Committee.** The Audit Committee shall review the Interested Person Transactions set out in the quarterly reports to ascertain that the established review procedures to monitor Interested Person Transactions have been complied with.

If during these quarterly reviews by the Audit Committee, the Audit Committee is of the view that the Review Procedures as stated above have become inappropriate or insufficient in view of changes to the nature of, or the manner in which, the business activities of the Group are conducted, to ensure that the mandated Interested Person Transactions will be conducted based on the Group's normal commercial terms and hence, will not be prejudicial to the interests of the Company and its minority Shareholders, the Company will then seek Shareholders' approval for a fresh mandate based on new guidelines and procedures for transactions with the Interested Persons to ensure that the Interested Person Transactions will be on normal commercial terms and hence, will not be prejudicial to the interests of the Company and its minority Shareholders. During the period prior to obtaining a fresh mandate from the Shareholders, all Interested Person Transactions will be subject to prior review and approval by the Audit Committee.

If any member of the Audit Committee has an interest in a transaction, he shall abstain from participating in the review and approval process in relation to that transaction.

**2.9 Statement of the Audit Committee**

The Audit Committee is satisfied that the Review Procedures as set out in Section 2.6 above have not been changed since the IPT Mandate was first approved by the Independent Shareholders at the 2018 EGM.

The Audit Committee has reviewed the terms of the IPT Mandate and are of the view that the Review Procedures for determining the transaction prices of the Interested Person Transactions covered under the IPT Mandate are, if adhered to, sufficient to ensure that the Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

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

- 3.1** The Companies Act allows a Singapore-incorporated company to purchase or otherwise acquire its issued ordinary shares, stocks and preference shares if the purchase or acquisition is permitted under the company's constitution. Any purchase or acquisition of Shares by the Company must be made in accordance with, and in the manner prescribed by, the Companies Act, the Constitution and such other laws and regulations as may, for the time being, be applicable. As the Company is listed on the Mainboard, it is also required to comply with Part XIII of Chapter 8 of the Listing Manual, which relates to the purchase or acquisition by an issuer of its own shares. Regulation 14(B) of the Constitution expressly permits the Company to purchase or otherwise acquire its issued Shares.

It is a requirement under the Companies Act and the Listing Manual for a company that wishes to purchase or otherwise acquire its own shares to obtain the approval of its shareholders. Accordingly, approval is being sought from Shareholders at the 2019 AGM for the proposed adoption of the Share Purchase Mandate. An ordinary resolution will be proposed, pursuant to which the Share Purchase Mandate will be given to the Directors to exercise all powers of the Company to purchase or otherwise acquire Shares according to the terms of the Share Purchase Mandate, as well as the rules and regulations set forth in the Companies Act and the Listing Manual.

If approved by Shareholders at the AGM, the authority conferred by the Share Purchase Mandate will take effect from the date of the AGM and continue in force until the date on which the next AGM of the Company is held or required by law to be held, whichever is earlier, unless prior thereto, Share Purchase has been carried out to the full extent mandated, or the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in a general meeting (the "**Relevant Period**").

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

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

- (a) Share purchase is an expedient, effective and cost-efficient way for the Company to return surplus funds in excess of the requirements of the Group to Shareholders.
- (b) Share purchase is one of the ways through which the return on equity of the Group may be enhanced.
- (c) Share purchases may help buffer short-term market volatility and offset the effects of short-term price speculation in the Shares.
- (d) The Share Purchase Mandate will provide the Company with greater flexibility over, *inter alia*, the Company's capital structure, dividend policy and cash reserves by undertaking share repurchases at any time, subject to market conditions, during the Relevant Period.

While the Share Purchase Mandate would authorise purchases or acquisitions of Shares up to the said ten (10) per cent. limit during the period referred to in Section 3.3.2 below, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full ten (10) per cent. limit as authorised. The purchases or acquisitions of Shares pursuant to the Share Purchase Mandate will be made only as and when the Directors consider it to be in the best interests of the Company and/or Shareholders and in circumstances which they believe will not result in any material adverse effect on the financial position and/or liquidity of the Company or the Group and/or the orderly trading of the Shares.

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

**3.3.1 *Maximum Number of Shares***

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company. The total number of Shares which may be purchased or acquired pursuant to the Share Purchase Mandate during the Relevant Period is limited to that number of Shares representing not more than ten (10) per cent. of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (ascertained as at the date of the resolution passed in relation to the Share Purchase Mandate), unless the Company has, at any time during the Relevant Period, reduced its share capital in accordance with the applicable provisions of the Companies Act, in which event the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be taken to be the total number of issued Shares (excluding treasury shares and subsidiary holdings) as altered. Any Shares which are held as treasury shares and subsidiary holdings will be disregarded for purposes of computing the ten (10) per cent. limit.

**For illustrative purposes only**, on the basis of 1,584,072,969 Shares in issue excluding treasury shares and subsidiary holdings as at the Latest Practicable Date and assuming no further Shares are issued on or prior to the AGM, not more than 158,407,296 Shares (representing ten (10) per cent. of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date) may be purchased or acquired by the Company pursuant to the proposed Share Purchase Mandate during the period referred to in Section 3.3.2 below. As at the Latest Practicable Date, the Company does not hold any treasury shares and does not have any subsidiary holdings.

**3.3.2 *Duration of Authority***

Purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may be made, at any time and from time to time, on and from the date of the resolution passed in relation to the Share Purchase Mandate, up to:

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

whichever is the earliest.

The authority conferred on the Directors by the Share Purchase Mandate may be renewed at the next AGM. When seeking the approval of the Shareholders for the Share Purchase Mandate, the Company is required to disclose details pertaining to purchases or acquisitions of Shares pursuant to the Share Purchase Mandate made during the previous twelve (12) months, including the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such purchases of Shares, where relevant, and the total consideration paid for such purchases.

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

The Company may purchase or acquire its Shares by way of:

- (a) an on-market purchase ("**Market Purchase**") transacted on the SGX-ST, which may be transacted through one or more duly licensed stock brokers appointed by the Company for this purpose; and/or
- (b) an off-market purchase ("**Off-Market Purchase**") effected pursuant to an equal access scheme in accordance with Section 76C of the Companies Act.

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

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

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

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

- (G) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

#### 3.3.4 **Maximum Purchase Price**

The purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax, clearance fees and other related expenses (the "**related expenses**")) to be paid for a Share will be determined by the Directors or a committee of Directors that may be constituted for the purposes of effecting purchases or acquisitions of Shares by the Company under the Share Purchase Mandate.

However, the purchase price to be paid for the Shares pursuant to the Share Purchase Mandate must not exceed:

- (a) in the case of a Market Purchase, one hundred and five (105) per cent. of the Average Closing Price (as defined hereinafter); and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty (120) per cent. of the Highest Last Dealt Price (as defined hereinafter),

(the "**Maximum Price**") in either case, excluding any related expenses of the purchase.

For the above purposes:

**"Average Closing Price"** means the average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately before the day on which the purchase or acquisition of Shares was made, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days.

**"Highest Last Dealt Price"** means the highest price transacted for a Share as recorded on the Market Day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase.

**"day of the making of the offer"** means the day 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 Purchase.

**3.4 Status of Purchased Shares.** A Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares. At the time of each purchase of Shares by the Company, the Directors will decide whether the Shares purchased will be cancelled or kept as treasury shares, or partly cancelled and partly kept as treasury shares, depending on the needs of the Company at that time.

**3.5 Treasury Shares.** Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act, are summarised below:

### 3.5.1 **Maximum Holdings**

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

### 3.5.2 **Voting and Other Rights**

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

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

### 3.5.3 **Disposal and Cancellation**

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

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

## 3.6 **Reporting Requirements.** Within thirty (30) days of the passing of a resolution to approve the purchases of Shares by the Company, the Board shall lodge a copy of such resolution with the Registrar.

The Board shall notify the Registrar within thirty (30) days of a purchase of Shares by the Company on the SGX-ST or otherwise. Such notification shall include details of the purchases including the date of the purchases, the total number of Shares purchased by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued share capital as at the date of the resolution approving the purchase of the Shares and after the purchase of Shares, the source of funds for the acquisition of the Shares and the amount of consideration paid by the Company for the purchases, and such other information as required by the Companies Act.

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

- (a) in the case of a Market Purchase, on the Market Day following the day on which the Market Purchase was made, and

- (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer for the Off-Market Purchase.

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

The Company, upon undertaking any sale, transfer, cancellation and/or use of treasury shares, will comply with Rule 704(28) of the Listing Manual, which provides that an issuer must make an immediate announcement thereof, stating the following:

- (i) date of the sale, transfer, cancellation and/or use;
- (ii) purpose of such sale, transfer, cancellation and/or use;
- (iii) number of treasury shares sold, transferred, cancelled and/or used;
- (iv) number of treasury shares before and after such sale, transfer, cancellation and/or use;
- (v) percentage of the number of treasury shares against the total number of Shares outstanding before and after such sale, transfer, cancellation and/or use; and
- (vi) value of the treasury shares if they are used for a sale or transfer, or cancelled.

**3.7 Source of Funds.** In buying back Shares, the Company shall only apply funds legally available in accordance with its Constitution, and the applicable laws in Singapore.

The Company may not buy back its Shares on the SGX-ST for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the SGX-ST respectively.

The Companies Act, subject to the Constitution, permits the Company to purchase its own Shares out of capital, as well as from its distributable profits, provided that at the date of payment with respect to the purchase of its own Shares:

- (a) there is no ground on which the Company could be found to be unable to pay its debts;
- (b) if (i) it is intended to commence winding up of the Company within the period of twelve (12) months immediately after the date of the payment, the Company will be able to pay its debts in full within the period of twelve (12) months after the date of commencement of the winding up; or (ii) if it is not intended so to commence winding up, the Company will be able to pay its debts as they fall due during the period of twelve (12) months immediately after the date of payment; and
- (c) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not after the purchase of its own Shares become less than the value of its liabilities (including contingent liabilities).

In determining, for the above purposes, whether the value of the Company's assets is less than the value of its liabilities (including contingent liabilities), the Directors or the Company's management (a) must have regard to the most recent financial statements of the Company and all other circumstances that the Directors or the management know or ought to know affect, or may affect, the value of the Company's assets and the value of the Company's liabilities (including contingent liabilities); and (b) may rely on valuations of assets or estimates of liabilities that are reasonable in the circumstances. Where the value of contingent liabilities are required to be determined, the Directors or management may take into account the likelihood of the contingency occurring and any claim that the Company is entitled to make and can reasonably expect to be met to reduce or extinguish the contingent liability.

The Company intends to use internal sources of funds or external borrowings or a combination of both to finance the Company's purchase or acquisition of Shares pursuant to the Share Purchase Mandate.

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

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

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (excluding related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. For the purposes of the proposed Share Purchase Mandate, it is intended that purchases or acquisitions of Shares by the Company, if any, will be made out of the Company's capital, and the Company has assumed the foregoing in preparing the financial effects illustrated below.

The Directors do not propose to exercise the Share Purchase Mandate to such an extent that it would have a material adverse effect on the working capital requirements of the Group. The purchase or acquisition of Shares will only be effected after the Board has considered relevant factors such as the working capital requirement, availability of financial resources, the expansion and investment plans of the Group, and the prevailing market conditions. The proposed Share Purchase Mandate will be exercised with a view to enhancing the NAV per Share and/or the EPS of the Group.

**For illustrative purposes only**, the financial effects of the Share Purchase Mandate on the Group, based on the audited financial accounts of the Group for the financial year ended 31 December 2018, are based on the assumptions set out below:

- (a) based on 1,584,072,969 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are held by the Company as treasury shares on or prior to the AGM, not more than 158,407,296 Shares (representing ten (10) per cent. of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date) may be purchased by the Company pursuant to the proposed Share Purchase Mandate;

- (b) in the case of Market Purchases by the Company and assuming that the Company purchases or acquires the 158,407,296 Shares at the Maximum Price of S\$1.77 for one (1) Share (being the price equivalent to five (5) per cent. above the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 158,407,296 Shares (excluding related expenses) is approximately S\$280,380,914; and
- (c) in the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires the 158,407,296 Shares at the Maximum Price of S\$2.04 for one (1) Share (being the price equivalent to twenty (20) per cent. above the Highest Last Dealt Price of the Shares as recorded on the Market Day on which Shares were traded immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 158,407,296 Shares (excluding related expenses) is approximately S\$323,150,884.

**For illustrative purposes only**, and based on the assumptions set out in sub- Sections (a), (b) and (c) above and assuming that (i) the purchase or acquisition of Shares is financed by internal sources of funds; (ii) the Share Purchase Mandate had been effective on 1 January 2018; and (iii) the Company had purchased or acquired 158,407,296 Shares (representing ten (10) per cent. of the issued Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date), the financial effects of the purchase or acquisition of such number of Shares:

- (i) made entirely out of capital and held as treasury shares; and
- (ii) made entirely out of capital and cancelled;

or as summarised for ease of reference in the following table:

Scenario	Purchased out of:	Type of purchase	Held as Treasury Shares <u>or</u> Cancelled	Maximum Price per Share (S\$)
1(A)	Capital	Market Purchase	Held as treasury shares	1.77
1(B)	Capital	Off-Market Purchase	Held as treasury shares	2.04
2(A)	Capital	Market Purchase	Cancelled	1.77
2(B)	Capital	Off-Market Purchase	Cancelled	2.04

on the audited financial statements of the Group for the financial year ended 31 December 2018, are set out below:

(1) **Purchases made entirely out of capital and held as treasury shares**

	Per Consolidated Financial Statements as at 31 December 2018 US\$'000	Pro-forma Financial Effects as at 31 December 2018 for the following scenarios as described above	
		1(A) Market Purchase US\$'000	1(B) Off-Market Purchase US\$'000
Share capital	394,913	394,913	394,913
Treasury shares	-	(206,694)	(238,224)
Differences arising from restructuring transactions involving entities under common control	35,016	35,016	35,016
Other reserves	(115,119)	(115,119)	(115,119)
Retained earnings	617,355	617,355	617,355
Share capital and reserves	932,165	725,471	693,941
Non-controlling interests	53,850	53,850	53,850
Total Equity	986,015	779,321	747,791
Cash and bank balances	99,899	(106,795)	(138,325)
Current Assets	329,591	122,897	91,367
Current Liabilities	114,988	114,988	114,988
Number of Shares <sup>(1)</sup>	1,584,072,969	1,425,665,673	1,425,665,673
<b><u>Financial Ratios</u></b>			
NAV per Share (US\$)	0.59	0.51	0.49
Current ratio (times)	2.87	1.07	0.79
Basic EPS (US cents)	7.58	8.42	8.42

**Note:**

<sup>(1)</sup> Number of issued Shares excluding treasury shares

(2) **Purchases made entirely out of capital and cancelled**

	Per Consolidated Financial Statements as at 31 December 2018 US\$'000	Pro-forma Financial Effects as at 31 December 2018 for the following scenarios as described above	
		2(A) Market Purchase US\$'000	2(B) Off-Market Purchase US\$'000
Share capital	394,913	188,219	156,689
Treasury shares	-	-	-
Differences arising from restructuring transactions involving entities under common control	35,016	35,016	35,016
Other reserves	(115,119)	(115,119)	(115,119)
Retained earnings	617,355	617,355	617,355
Share capital and reserves	932,165	725,471	693,941
Non-controlling interests	53,850	53,850	53,850
Total Equity	986,015	779,321	747,791
Cash and bank balances	99,899	(106,795)	(138,325)
Current Assets	329,591	122,897	91,367
Current Liabilities	114,988	114,988	114,988
Number of Shares <sup>(1)</sup>	1,584,072,969	1,425,665,673	1,425,665,673
<b><u>Financial Ratios</u></b>			
NAV per Share (US\$)	0.59	0.51	0.49
Current ratio (times)	2.87	1.07	0.79
Basic EPS (US cents)	7.58	8.42	8.42

**Note:**

<sup>(1)</sup> Number of issued Shares excluding treasury shares

Shareholders should note that the financial effects set out above are purely for illustrative purposes only based on the abovementioned assumptions. Although the proposed Share Purchase Mandate would authorise the Company to purchase or acquire up to ten (10) per cent. of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as determined in accordance with the applicable provisions of the Companies Act, the Company may not necessarily purchase or be able to purchase the entire ten (10) per cent. of the total number of its issued Shares (excluding treasury shares and subsidiary holdings). In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased in treasury.

**3.9 Taxation.** Shareholders who are in doubt as to their respective tax positions or the tax implications of purchases or acquisitions of Shares by the Company, or who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.

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

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

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

**3.10.2 *Persons Acting in Concert***

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

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

- (a) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the foregoing companies, any company whose associated companies include any of the foregoing companies and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights;
- (b) 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);
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser and all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total ten (10) per cent. or more of the client's equity share capital;

- (f) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a *bona fide* offer for their company may be imminent;
- (g) partners; and
- (h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to his instructions, companies controlled by any of the foregoing persons and/or entities, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons and/or entities for the purchase of voting rights.

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

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

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

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

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

Based on the interests of the Substantial Shareholders recorded in the Register of Substantial Shareholders as at the Latest Practicable Date, none of the Substantial Shareholders would become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code as a result of the acquisition or purchase by the Company up to the maximum limit of ten (10) per cent. of its issued Shares as at the Latest Practicable Date.

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

**3.11 Listing Manual.** While the Listing Manual does not expressly prohibit purchase of shares by a listed company during any particular time or times, because a listed company would be considered an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not purchase any Shares pursuant to the Share Purchase Mandate after a development which could have a material effect on the price of the Shares has occurred or has been the subject of a consideration and/or a decision of the Board until such time as such information has been publicly announced. In particular, in line with Rule 1207(19) of the Listing Manual, the Company will not purchase or acquire any Shares through Market Purchases during the period of:

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

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

Based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders maintained by the Company as at the Latest Practicable Date, 296,732,340 Shares, representing approximately 18.73 per cent. of the 1,584,072,969 issued Shares (excluding treasury shares), are in the hands of the public (as defined in the Listing Manual). Assuming that the Company purchases its Shares from the public up to the full ten (10) per cent. limit pursuant to the Share Purchase Mandate, the number of Shares in the hands of the public not taking into account treasury shares would be reduced to 138,325,044 Shares, representing approximately 9.70 per cent. of the reduced total number of issued Shares (excluding treasury shares). Given that if the Company were to purchase its Shares from the public up to the full ten (10) per cent. limit pursuant to the Share Purchase Mandate, the number of Shares in the hands of the public would be relatively close to the mandated ten (10) per cent. of the reduced total number of issued Shares (excluding treasury shares), the Company wishes to seek approval for the full share purchase limit of ten (10) per cent..

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

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

#### 4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

- 4.1 Directors' Interests.** Based on information in the Register of Directors' Shareholdings maintained by the Company pursuant to Section 173(1) of the Companies Act, as at the Latest Practicable Date, the direct and deemed interests and voting rights of the Directors before and after the purchase of Shares pursuant to the Share Purchase Mandate, assuming (a) the Company purchases the maximum amount of ten (10) per cent. of the total number of issued Shares; and (b) there is no change in the number of Shares held by the Directors or which they are deemed interested in, will be as follows:

Directors	Before Share Purchase (Number of Shares)			Before Share Purchase	After Share Purchase
	Direct Interest	Deemed Interest	Total Interest	%	%
Lim Ming Seong	50,000	50,000	100,000	0.006	0.007
Ciliandra Fangiono	-	-	-	-	-
Fang Zhixiang	-	-	-	-	-
Teng Cheong Kwee	-	-	-	-	-
Ong Beng Kee	-	-	-	-	-
Ng Shin Ein	38,000	-	38,000	0.002	0.003
Chang See Hiang	-	-	-	-	-
Tan Seow Kheng	30,000	-	30,000	0.002	0.002

- 4.2 Substantial Shareholders' Interests.** Based on information in the Register of Substantial Shareholders maintained by the Company pursuant to Section 88 of the Companies Act, as at the Latest Practicable Date, the direct and deemed interests and voting rights of the Substantial Shareholders before and after the purchase of Shares pursuant to the Share Purchase Mandate, assuming (a) the Company purchases the maximum amount of ten (10) per cent. of the total number of issued Shares; and (b) there is no change in the number of Shares held by the Substantial Shareholders or which they are deemed interested in, will be as follows:

Substantial Shareholders	Before Share Purchase (Number of Shares)			Before Share Purchase	After Share Purchase
	Direct Interest	Deemed Interest	Total Interest	%	%
Eight Capital Inc.	1,025,166,230	-	1,025,166,230	64.72	71.91
Eight Capital Trustees Pte Ltd <sup>(1)</sup>	-	1,025,166,230	1,025,166,230	64.72	71.91
Equity Trust (Jersey) Ltd <sup>(2)</sup>	-	1,025,166,230	1,025,166,230	64.72	71.91
Infinite Capital Fund Limited	88,000,000	-	88,000,000	5.56	6.17
King Fortune International Inc. <sup>(3)</sup>	-	88,000,000	88,000,000	5.56	6.17
Butterfield (Singapore) Pte Ltd <sup>(4)</sup>	-	88,000,000	88,000,000	5.56	6.17
FIL Limited <sup>(5)</sup>	-	83,271,700	83,271,700	5.26	5.84
Pandanus Partners L.P. <sup>(6)</sup>	-	83,271,700	83,271,700	5.26	5.84
Pandanus Associates Inc. <sup>(7)</sup>	-	83,271,700	83,271,700	5.26	5.84
International Value Advisers, LLC <sup>(8)</sup>	-	90,734,699	90,734,699	5.73	6.36

**Notes:**

- (1) Eight Capital Trustees Pte Ltd ("ECTPL") holds the entire share capital of Eight Capital Inc. ("**Eight Capital**") as trustee of the Eight Capital Trust II (the "**Trust**"), which is a discretionary family trust, and subject to the terms of the Trust. Eight Capital is the investment holding vehicle of the Trust and ECTPL is deemed interested in the shares held by Eight Capital.
- (2) Equity Trust (Jersey) Ltd is the trustee of Eight Cap Purpose Trust (the "**Purpose Trust**"). Pursuant to the Purpose Trust, Equity Trust (Jersey) Ltd is the sole shareholder of ECTPL and it is therefore deemed interested in the shares held by Eight Capital.
- (3) King Fortune International Inc. ("**King Fortune**") holds the entire issued and paid-up share capital of Infinite Capital Fund Limited and is deemed to be interested in the shares held by Infinite Capital Fund Limited.
- (4) Butterfield (Singapore) Pte Ltd (the "**Trustee**") is the sole shareholder of King Fortune and the trustee of the King Fortune Trust, a discretionary family trust. The shares held indirectly by King Fortune are property that is subject to the King Fortune Trust. Distribution of the income and capital of the King Fortune Trust to the beneficiaries of the King Fortune Trust are at the discretion of the Trustee.
- (5) FIL Limited's interests in the securities of First Resources Limited are currently entirely comprised as deemed interests. FIL Limited is deemed to have interests in the securities of First Resources Limited because such securities are held by funds and/or accounts managed by one or more of FIL Limited's direct and indirect subsidiaries, which are fund managers.
- (6) Pandanus Partners L.P. is deemed to have interests in the securities of First Resources Limited through its interest in the voting shares of FIL Limited, pursuant to Section 4(5) of the Securities and Futures Act.
- (7) Pandanus Associates Inc. is deemed to have interests in the securities of First Resources Limited through its interest in the voting shares of Pandanus Partners L.P., pursuant to Section 4(5) of the Securities and Futures Act.
- (8) International Value Advisers, LLC's shares in First Resources Limited are held under a nominee account.

## **5. DIRECTORS' RECOMMENDATIONS**

### **5.1 In respect of the proposed renewal of the IPT Mandate**

Each of the Interested Directors shall abstain from making any recommendations on the approval of the renewal of the IPT Mandate to be tabled at the 2019 AGM. The Interested Directors will also not accept appointments as proxies for voting in respect of the ordinary resolution set out in the Notice of 2019 AGM unless specific instructions as to voting are given.

Save as disclosed above, none of the Directors is deemed to be interested for the purpose of making a recommendation to the Shareholders in respect of the IPT Mandate proposed to be renewed.

The Directors (save for the Interested Directors), having considered, among other things, the terms, rationale and benefits of the IPT Mandate, the Review Procedures of the Company for the Interested Person Transactions and the role of the Audit Committee in enforcing the IPT Mandate, are of the view that the Review Procedures as set out in Section 2.6 of this Appendix, if adhered to, are sufficient to ensure that the Interested Person Transactions will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders. Accordingly, the Directors (save for the Interested Directors) recommend that Shareholders vote in favour of the Resolution 9 relating to the proposed renewal of the IPT Mandate as set out in the Notice of 2019 AGM.

### **5.2 In respect of the proposed adoption of the Share Purchase Mandate**

The Directors are of the opinion that the proposed Share Purchase Mandate is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the Resolution 10 relating to the proposed adoption of the Share Purchase Mandate as set out in the Notice of 2019 AGM.

## **6. ABSTENTION FROM VOTING**

In accordance with Rule 920(1)(b)(viii) of the Listing Manual, each of the (i) Interested Directors; (ii) ECI; and (iii) Associates of the Interested Directors and ECI, shall abstain from voting in respect of each of their shareholdings on the ordinary resolution approving the renewal of the IPT Mandate as set out in the Notice of 2019 AGM. Furthermore, each of the (i) Interested Directors; (ii) ECI; and (iii) Associates of the Interested Directors and ECI, shall decline appointment to act as proxies to vote at the AGM in respect of the ordinary resolution relating to the renewal of the IPT Mandate for other Shareholders unless the Shareholders concerned have given specific voting instructions as to the manner in which his/her votes are to be cast at the AGM.

## **7. ACTION TO BE TAKEN BY SHAREHOLDERS**

If a Shareholder is unable to attend the 2019 AGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of the Company at 8 Temasek Boulevard, #36-02, Suntec Tower Three, Singapore 038988 not less than 72 hours before the time fixed for holding the 2019 AGM. Completion and return of the Proxy Form by a Shareholder will not prevent him from attending and voting at the 2019 AGM if he so wishes.

A Depositor shall not be regarded as a Shareholder entitled to attend and vote at the 2019 AGM unless he is shown to have Shares entered against his name in the Depository Register as at 72 hours before the time fixed for holding the 2019 AGM, as certified by CDP to the Company.

## **8. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed renewal of the IPT Mandate, the proposed adoption of the Share Purchase Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading.

Where information contained in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from these sources and/or reproduced in this Appendix in its proper form and context.

## **9. DOCUMENTS AVAILABLE FOR INSPECTION**

A copy of the Constitution and the annual report of the Company for FY2018 may be inspected at the registered office of the Company at 8 Temasek Boulevard, #36-02, Suntec Tower Three, Singapore 038988 during normal business hours from the date of this Appendix up to and including the date of the 2019 AGM.

Yours faithfully

For and on behalf of the Board of  
**FIRST RESOURCES LIMITED**

**LIM MING SEONG**

Chairman and Independent Director