

Proposed Amendments to Mainboard Rules

Legend: Deletions are struck-through and insertions are underlined.

Definitions and Interpretation

“controlling shareholder”

a person who:—

- (a) holds directly or indirectly 15% or more of the total number of issued shares excluding treasury shares and subsidiary holdings in the company. The Exchange may determine that a person who satisfies this paragraph is not a controlling shareholder; or
- (b) in fact exercises control over a company

“subsidiary holdings”

shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act

"treasury shares"

treasury shares as defined in the ~~Companies' Act or any other statutory modification thereof~~ Companies Act. For the purpose of the Listing Rules, treasury shares will be excluded from references to "issued share capital" and "equity securities", and for the calculation of market ~~capitalization~~ capitalisation and public float where referred to in the Listing ~~Manual~~ Rules

Chapter 2 Equity Securities

Part VIII Moratorium

Promoters

226

For the purpose of this Chapter, “promoters” of an issuer are:—

- (1) controlling shareholders and their associates; and
- (2) executive directors with an interest in 5% or more of the issued share capital excluding subsidiary holdings at the time of listing.

Period of Moratorium

229 The period of moratorium must not be shorter than the following:—

- (3) In the case of investors each with 5% or more of the issuer's post-invitation issued share capital excluding subsidiary holdings who acquired their securities, and who made payment for their acquisition, less than 12 months prior to the date of the listing application, a

proportion of their shareholdings will be subject to moratorium for 6 months after listing computed based on the following cash formula:—

$$M = \frac{V_{IPO} - V_{CP}}{V_{IPO}} \times P$$

Where

M = the number of shares subject to moratorium;

V_{CP} = the total cash paid for the shares acquired by the investor within the 12 months preceding the date of the listing application;

V_{IPO} = the value of the investor's total shareholdings acquired within 12 months preceding the date of the listing application based on the issue price at the initial public offering, or if there is no initial public offering, the price agreed by the Exchange; and

P = the total number of shares paid for by the investor in the 12 months preceding the date of the listing application.

- (4) In the case of investors each with less than 5% of the issuer's post-invitation issued share capital excluding subsidiary holdings who acquired their securities, and who made payment for their acquisition, less than 12 months prior to the date of the listing application, there will be no limitation on the number of shares which may be sold as vendor shares at the time of the initial public offering.

Where the investors have shares remaining unsold at the time of the initial public offering, the proportion of such remaining shares to be subject to a moratorium for 6 months after listing shall be computed based on the following cash formula:—

$$M = \frac{V_{IPO} - V_{CP}}{V_{IPO}} \times P$$

Where

M = the number of shares subject to moratorium;

V_{CP} = the total cash paid for the shares acquired by the investor within the 12 months preceding the date of the listing application;

V_{IPO} = the value of the investor's total shareholdings acquired within 12 months preceding the date of the listing application based on the issue price at the initial public offering, or if there is no initial public offering, the price agreed by the Exchange; and

P = the total number of shares paid for by the investor in the 12 months preceding the date of the listing application.

Chapter 5 Structured Warrants

Part III Requirements Relating to the Underlying Securities

Where an issue of structured warrants is based on securities which are listed or quoted on the Exchange:—

- (1) the market capitalisation of the listed company must have been at least S\$500 million over the past 30 market days; and
- (2) the number of structured warrants to be issued, together with those structured warrants already issued by all third-party issuers which are still outstanding, must not exceed 50% of the total number of issued shares excluding treasury shares and subsidiary holdings of the company. In computing the 50% limit, company warrants issued by the company itself will not be included.

Chapter 7 Continuing Obligations

Part II Equity Securities – Immediate Announcements

Announcement of Specific Information

704

In addition to Rule 703, an issuer must immediately announce the following:—

Acquisitions and Realisations

- (17) Any acquisition of—
 - (a) shares resulting in the issuer holding 10% or more of the total ~~num~~number of issued shares excluding treasury shares and subsidiary holdings of a quoted company;
- (18) Any sale of—
 - (a) shares resulting in the issuer holding less than 10% of the total number of issued shares excluding treasury shares and subsidiary holdings of a quoted company;

Treasury Shares and Subsidiary Holdings

- (28) Any sale, transfer, cancellation and/or use of treasury shares, stating the following:—
 - (a) Date of the sale, transfer, cancellation and/or use;
 - (b) Purpose of such sale, transfer, cancellation and/or use;
 - (c) Number of treasury shares sold, transferred, cancelled and/or used;
 - (d) Number of treasury shares before and after such sale, transfer, cancellation and/or use;
 - (e) Percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and

- (f) Value of the treasury shares if they are used for a sale or transfer, or cancelled.

(28A) Any sale, transfer, cancellation and/or use of subsidiary holdings, stating the following:—

- (a) Date of the sale, transfer, cancellation and/or use;
- (b) Purpose of such sale, transfer, cancellation and/or use;
- (c) Number of subsidiary holdings sold, transferred, cancelled and/or used;
- (d) Number of subsidiary holdings before and after such sale, transfer, cancellation and/or use; and
- (e) Percentage of the number of subsidiary holdings against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use.

Part III Equity Securities – Periodic Reports

Annual Report

711

An issuer may issue a summary financial statement in accordance with the Companies Act or any other applicable written law, regulation or code. However, the Exchange may require the issuer to disclose additional information.

Part IV Equity Securities – Other Obligations

Share Pledging Arrangements

728

- (1) Where any borrowings or loans of the issuer or any of its subsidiaries contains any provisions which makes reference to the shareholding interest of any controlling shareholder(s), the issuer must obtain an undertaking from such controlling shareholder(s) to notify the issuer, as soon as it becomes aware, of any share pledging arrangements relating to these shares and of any event which may result in a breach of the issuer's loan provisions.
- (2) Upon notification by the controlling shareholder(s), the issuer must immediately announce the following information:—
 - (a) The name of the shareholder;
 - (b) The class and number of shares and the percentage of the issuer's issued share capital excluding subsidiary holdings that is the subject of the security interest;
 - (c) The party or parties in whose favour the security interest is created or financial instrument given; and
 - (d) All other material details which are necessary for the understanding of the arrangements.

Chapter 8 Changes in Capital

Part II General Requirements for an Issue of Securities

General Mandate

806

- (2) A general mandate must limit the aggregate number of shares and convertible securities that may be issued. The limit must be not more than 50% of the total number of issued shares excluding treasury shares and subsidiary holdings, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 20% of the total number of issued shares excluding treasury shares and subsidiary holdings. Unless prior shareholder approval is required under the Listing Rules, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.
- (3) For the purpose of Rule 806(2), the total number of issued shares excluding treasury shares and subsidiary holdings is based on the issuer's total number of issued shares excluding treasury shares and subsidiary holdings at the time of the passing of the resolution approving the mandate after adjusting for:—
 - (a) new shares arising from the conversion or exercise of convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the options or awards were granted in compliance with Part VIII of Chapter 8; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares.
- (4) If the general mandate is obtained before listing, the issuer may treat its post-invitation total number of issued shares excluding treasury shares and subsidiary holdings as its total number of issued shares excluding treasury shares and subsidiary holdings for the purpose of Rule 806(3).

Part VI Issue of Company Warrants and Other Convertibles Securities

828

Each company warrant must:—

- (1) give the registered holder the right to subscribe for or buy one share ~~in the total number of issued shares excluding treasury shares~~ of the issuer; and
- (2) not be expressed in terms of dollar value.

Part VII Bonus Issues, Capitalisation Issues and Subdivision of Shares

Terms of Schemes

845

A limit on the size of each scheme, the maximum entitlement for each class or category of participant (where applicable), and the maximum entitlement for any one participant (where applicable) must be stated. For SGX Main Board issuers, the following limits must not be exceeded:—

- (1) {The aggregate number of shares available under all schemes must not exceed 15% of the total number of issued shares excluding treasury shares and subsidiary holdings from time to time;
- (2) The aggregate number of shares available to controlling shareholders and their associates must not exceed 25% of the shares available under a scheme;
- (3) The number of shares available to each controlling shareholder or his associate must not exceed 10% of the shares available under a scheme;
- (4) The aggregate number of shares available to directors and employees of the issuer's parent company and its subsidiaries must not exceed 20% of the shares available under a scheme; and
- (5) {The maximum discount under the scheme must not exceed 20%. The discount must have been approved by shareholders in a separate resolution.

Part XIII Share Buy-Back

Shareholder Approval

881

An issuer may purchase its own shares ("share buy-back") if it has obtained the prior specific approval of shareholders in general meeting.

882

A share buy-back may only be made by way of:

- (1) on-market purchases transacted through the Exchange's trading system or on another stock exchange on which the issuer's equity securities are listed ("market acquisition"); or
~~by way of an~~
- (2) off-market acquisition in accordance with an equal access scheme as defined in Section 76C of the Companies Act.

Unless a lower limit is prescribed under the issuer's law of incorporation, such share buy-back shall not exceed 10 per cent of the total number of issued ~~ordinary shares in the capital of the issuer~~ shares excluding treasury shares and subsidiary holdings as at the date of the resolution passed by shareholders for the share buy-back.

Chapter 9 Interested Person Transactions

Part II Definitions

904

(7) "defence funding" means:

- (a) The provision of a loan to a director or a chief executive officer of an entity at risk to meet expenditure incurred or to be incurred:
- (i) in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by that person in relation to the entity at risk; or
 - (ii) in connection with an application for relief; or
 - (iii) in defending himself in an investigation by a regulatory authority or against any action proposed to be taken by a regulatory authority, in connection with any alleged negligence, default, breach of duty or breach of trust in relation to the entity at risk; or
- (b) any action to enable such director or chief executive officer to avoid incurring such expenditure.

Part V Exceptions

915

The following transactions are not required to comply with Rules 905, 906 and 907:—

- (1) A payment of dividends, a subdivision of shares, an issue of securities by way of a bonus issue, a preferential offer, or an off-market acquisition of the issuer's shares, made to all shareholders on a pro-rata basis, including the exercise of rights, options or company warrants granted under the preferential offer.
- (2) The grant of options, and the issue of securities pursuant to the exercise of options, under an employees' share option scheme approved by the Exchange.
- (3) A transaction between an entity at risk and an investee company, where the interested person's interest in the investee company, other than that held through the issuer, is less than 5%.
- (4) A transaction in marketable securities carried out in the open market where the counterparty's identity is unknown to the issuer at the time of the transaction.
- (5) A transaction between an entity at risk and an interested person for the provision of goods or services if:—
 - (a) the goods or services are sold or rendered based on a fixed or graduated scale, which is publicly quoted; and
 - (b) the sale prices are applied consistently to all customers or class of customers.Such transactions include telecommunication and postal services, public utility services, and sale of fixed price goods at retail outlets.
- (6) The provision of financial assistance or services by a financial institution that is licensed or approved by the Monetary Authority of Singapore, on normal commercial terms and in the ordinary course of business.

- (7) The receipt of financial assistance or services from a financial institution that is licensed or approved by the Monetary Authority of Singapore, on normal commercial terms and in the ordinary course of business.
- (8) Director's fees and remuneration, and employment remuneration (excluding "golden parachute" payments).
- (9) Insurance coverage and indemnities for directors and chief executive officers against liabilities attaching to them in relation to their duties as officers of the entity at risk, to the extent permitted under the Companies Act, and regardless of whether the entity at risk is subject to the Companies Act.
- (10) Defence funding for directors and chief executive officers of the entity at risk to the extent permitted under sections 163A and 163B of the Companies Act, regardless of whether the entity at risk is subject to the Companies Act, provided that in the case of defence funding permitted under section 163B of the Companies Act, such defence funding is to be repaid upon any action taken by a regulatory authority against him. For this purpose, references to "director" in sections 163A and 163B of the Companies Act shall be read as references to "director or chief executive officer".

In the case of defence funding under section 163A of the Companies Act, defence funding shall be repaid in accordance with the timeline stipulated in section 163A(2)(b) of the Companies Act.

Chapter 12 Circulars and Annual Reports and Electronic Communications

Part II Circulars

1206

Any circular sent by an issuer to its shareholders must: ----

- (1) contain all information necessary to allow shareholders to make a properly informed decision or, if no decision is required, to be properly informed;
- (2) advise shareholders that if they are in any doubt as to any action they should take, they should consult independent advisers;
- (3) state that the Exchange takes no responsibility for the accuracy of any statements or opinions made or reports contained in the circular;
- (4) comply with specific circular requirements in the Listing Manual; ~~and~~

For example: ----

Corporate Action	Rules requiring specific information to be disclosed in the circulars to the shareholders
(a) Rights Issues	Appendix 8.2
(b) Capitalisation Issues and Subdivision of shares	Rule 839

(c) Issue of Warrants and Other Convertible Securities	Rule 832
(d) Employee Share Option Schemes	Rules 855, 856, 857, 858 and 861
(e) Share Buy-Backs	Rule 883
(f) Scrip Dividends	Rule 862(1)
(g) Interested Person Transactions	Rules 920(1)(b) and 921
(h) Acquisitions and realisations	Rule 1014
(i) Very Substantial Acquisitions or Reverse Takeovers	Rule 1015(5)

- (5) include an appropriate statement if a person is required to abstain from voting on a proposal at a general meeting by a listing rule: or pursuant to any court order. Such statement must set out that the issuer will disregard any votes cast on a resolution by the person required to abstain from voting by the listing rule or pursuant to a court order where such court order is served on the issuer; and
- (6) ~~Name~~name the financial adviser appointed (if any) in the circular, and where required by SGX, include a responsibility statement from the financial adviser in respect of such information contained in the circular as required by SGX, as set out in Practice Note 12.1.

Part III Annual Reports

1207

The annual report must contain enough information for a proper understanding of the performance and financial conditions of the issuer and its principal subsidiaries, including at least the following:—

- (9) A statement (made up to a date not more than 1 month before the date of the notice of the annual general meeting or summary financial statement, whichever is earlier) indicating the date of such statement and setting out:—
- (a) the number of holders of each class of equity securities and the voting rights attaching to each class;
 - (b) a distribution schedule of each class of equity securities (including convertible securities) other than share options referred to in Rule 1207(15), setting out the number of holders in the following categories:—
 - 1–99
 - 100–1,000
 - 1,001–10,000
 - 10,001–1,000,000
 - 1,000,001 and above

- (c) the names of the substantial shareholders and a breakdown of their direct and deemed interests as shown in the company's Register of Substantial Shareholders. For deemed interests, the issuer must disclose how such interests are held or derived;
- (d) for each class of equity securities, the names of the 20 largest holders and the number held; ~~and~~
- (e) the percentage of shareholding held in the hands of public and confirmation that Rule 723 is complied with;
- (f) the number of treasury shares held ~~and the percentage of such holding against the total number of issued shares excluding treasury shares;~~
- (g) the number of subsidiary holdings held; and
- (h) the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed.

Part IV Electronic Communications

1208

An issuer may send documents, including notices, circulars and annual reports, using electronic communications to a shareholder, if there is express consent from that shareholder.

1209

An issuer may send documents, including circulars and annual reports, using electronic communications to a shareholder, if:

- (1) there is deemed consent from that shareholder, on the basis that:
 - (a) the Articles of Association or other constituent document of the issuer:
 - (i) provides for the use of electronic communications;
 - (ii) specifies the manner in which electronic communications is to be used; and
 - (iii) specifies that the shareholder will be given an opportunity to elect within a specified period of time, whether to receive such document by way of electronic communications or as a physical copy; and
 - (b) the issuer has separately notified the shareholder directly in writing on at least one occasion of the following:
 - (i) that the shareholder has a right to elect, within a time specified in the notice from the issuer, whether to receive documents in either electronic or physical copies;
 - (ii) that if the shareholder does not make an election, documents will be sent to the shareholder by way of electronic communications;
 - (iii) the manner in which electronic communications will be used is the manner

specified in the Articles of Association or other constituent document of the issuer;

- (iv) that the election is a standing election, but that the shareholder may make a fresh election at any time; and
- (v) until the shareholder makes a fresh election, the election that is conveyed to the issuer last in time prevails over all previous elections as the shareholder's valid and subsisting election in relation to all documents to be sent; or

(2) there is implied consent from that shareholder, on the basis that the Articles of Association or other constituent document of the issuer:

- (a) provides for the use of electronic communications;
- (b) specifies the manner in which electronic communications is to be used; and
- (c) provides that the shareholder shall agree to receive such document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such document.

1209A

Rules 1210-1212 apply if the issuer sends documents using electronic communications under Rule 1209.

1210

Notwithstanding Rule 1209, an issuer shall send the following documents to shareholders by way of physical copies:

- (1) forms or acceptance letters that shareholders may be required to complete;
- (2) notice of meetings, excluding circulars or letters referred in that notice;
- (3) notices and documents relating to takeover offers and rights issues; and
- (4) notices under Rules 1211 and 1212.

1211

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 a physical copy of that document from the issuer. The issuer shall provide a physical copy of that document upon such request.

1212

If the issuer uses website publication as the form of electronic communications, the issuer shall separately provide a physical notification to shareholders notifying of the following:

- (1) the publication of the document on the website;

- (2) if the document is not available on the website on the date of notification, the date on which it will be available;
- (3) the address of the website;
- (4) the place on the website where the document may be accessed; and
- (5) how to access the document.

Chapter 13 Trading Halt, Suspension and Delisting

Part IV Delisting

1307

The Exchange may agree to an application by an issuer to delist from the Exchange if:—

- (1) the issuer convenes a general meeting to obtain shareholder approval for the delisting;
- (2) the resolution to delist the issuer has been approved by a majority of at least 75% of the total number of issued shares excluding treasury shares and subsidiary holdings held by the shareholders present and voting, on a poll, either in person or by proxy at the meeting (the issuer's directors and controlling shareholder need not abstain from voting on the resolution); and
- (3) the resolution has not been voted against by 10% or more of the total number of issued shares excluding treasury shares and subsidiary holdings held by the shareholders present and voting, on a poll, either in person or by proxy at the meeting.

Appendix 7.2 Financial Statements and Dividend Announcement

Cross-referenced from Rule 705

Part I Information Required for Quarterly (Q1, Q2 & Q3), Half-Year and Full Year Announcements

- 1. In the case of Q1, Q2 and Q3 announcements, issuers may present the following statements in any format provided that the same format is used for each quarter. In the case of half-year and full year announcements, issuers must present the following statements in the form presented in the issuer's most recently audited annual financial statements:—
 - (d) (i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.
 - (ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State ~~also~~ the number of shares that may be issued on conversion of all the

outstanding convertibles, ~~as well as the number of shares held as treasury shares,~~ if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

- (iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.
- (iv) A statement showing all sales, transfers, ~~disposal,~~ cancellation and/or use of treasury shares as at the end of the current financial period reported on.
- (v) A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on.

Appendix 8.3.1 Daily Share Buy-Back Notice

Cross-referenced from Rule 886(2)

- 1 Share Buy-Back Authority
 - Maximum number of shares authorised for purchase
- 2 Details of Purchases Made
 - (a) Purchases made by way of market acquisition

1.	Date of Purchases	
2.	(a) Total number of shares purchased (b) Number of shares cancelled (c) Number of shares held as treasury shares	
3.	(a) Price paid per share or (b) <ul style="list-style-type: none"> • Highest price per share • Lowest price per share 	
4.	Total consideration (including stamp duties, clearing charges, etc) paid or payable for the shares	

Confidential

(b) Purchase made by way of off-market acquisition on equal access scheme

1.	Date of Purchases	
2.	(a) Total number of shares purchased (b) Number of shares cancelled (c) Number of shares held as treasury shares	
3.	Price paid or payable per share	
4.	Total consideration (including stamp duties, clearing charges, etc) paid or payable for the shares	

3 Cumulative Purchases

	By way of market acquisition		By way of off-market acquisition on equal access scheme		Total	
	Number	% ¹	Number	%	Number	%
Cumulative number of shares purchased to date ²						

4

Number of issued shares excluding treasury shares <u>and subsidiary holdings</u> after purchase	
Number of treasury shares held after purchase	
<u>Number of subsidiary holdings after purchase</u>	

¹ Percentage of company's issued shares excluding treasury shares and subsidiary holdings as at the date of the share buy-back resolution.

² From the date on which the share-buyback mandate is obtained.

Appendix 8.3.2 Daily Share Buy-Back Notice

(for issuers with a dual listing overseas)

Cross-referenced from Rule 886(2)

Name of Overseas Exchange if Company has Dual Listing: _____

1 Share Buy-Back Authority

Maximum number of shares authorised for purchase

2 Details of Purchases Made

(a) Purchases made by way of market acquisition

		Singapore Exchange	Overseas Exchange
1.	Date of Purchases		
2.	(a) Total number of shares purchased (b) Number of shares cancelled (c) Number of shares held as treasury shares		
3.	(a) Price paid per share or (b) <ul style="list-style-type: none"> • Highest price per share • Lowest price per share (specify currency) 		
4.	Total consideration (including stamp duties, clearing charges, etc) paid or payable for the shares		

(b) Purchase made by way of off-market acquisition on equal access scheme

		Singapore Exchange	Overseas Exchange
1.	Date of Purchases		
2.	(a) Total number of shares purchased or agreed to be purchased		

	(b) Number of shares cancelled		
	(c) Number of shares held as treasury shares		
3.	Price paid or payable per share (specify currency)		
4.	Total consideration (including stamp duties, clearing charges, etc) paid or payable for the shares		

3 Cumulative Purchases

	By way of market acquisition		By way of off-market acquisition on equal access scheme		Total	
	Number	% ¹	Number	%	Number	%
Cumulative number of shares purchased to date ²						

4

Number of issued shares excluding treasury shares <u>and subsidiary holdings</u> after purchase	
Number of treasury shares held after purchase	
<u>Number of subsidiary holdings after purchase</u>	

¹ Percentage of company's total number of issued shares excluding treasury shares and subsidiary holdings as at the date of the share buy-back resolution.

² From the date on which the share-buyback mandate is obtained.