



ANNEXURE A

LISTING RULE AMENDMENTS

3 JANUARY 2003

The following sets out the amendments to listing rules, which will come into effect from 3 January 2003. The purpose of amendment is provided.

Definitions and Interpretation

1.1 The definition of “associate” be amended as follows.

Term	Meaning
“associate”	<p>(a) in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means:-</p> <p style="margin-left: 40px;">(i) his immediate family;</p> <p style="margin-left: 40px;">(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</p> <p style="margin-left: 40px;">(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 25% <u>30%</u> or more</p> <p>(b) in relation to a substantial shareholder 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 25% <u>30%</u> or more</p>

Purpose of amendment: To bring the definition of “associate” in line with the Singapore Code on Takeovers and Mergers.

1.2 The definition of “MASNET” be amended as follows.

“MASNET” Monetary Authority of Singapore Network, a system network used by listed companies in sending information and announcements to the Exchange or any other system networks prescribed by the Exchange.

Purpose of amendment: To provide for any other system network which the Exchange may prescribe.

1.3 A new definition be introduced as follows.

Term	Meaning
“SAS”	<u>Singapore Statements of Accounting Standard or the equivalent accounting standards prescribed by law</u>

Purpose of amendment: Consequential on the proposed renaming from SAS to FRS(S) pursuant to DASC recommendation 3.

Listing Rules 246 and 248

1.4 Paragraph 2 of Rule 248 will be incorporated into Rule 246 as paragraph 11. Rule 248 will be renumbered accordingly.

246 The application must include:-

(11) Listing fee.

Purpose of amendment: To require the listing fee to be submitted together with the listing application.

Listing Rule 704(11)

1.5 Listing Rule 704(11) be amended as follows.

Within two months after each financial year, the issuer must make an announcement in the format in Appendix 7.4 of each person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of ~~related to~~ a director or chief executive officer or substantial shareholder of the issuer ~~or any of its principal subsidiaries~~. If there are no such persons, the issuer must make an appropriate negative statement. The Exchange may require the issuer to provide additional information on any such person, including his remuneration, any changes to his duties, responsibilities and remuneration package.

Purpose of amendment: To make Rule 704(11) consistent with Rule 704(9). Announcement will only be required for the appointment of a relative of director, chief executive officer and substantial shareholder of the issuer to a managerial position in the issuer or any of its principal subsidiaries.

Listing Rule 704(15)(c) and (d)

1.6 Listing Rule 704(15)(c) and (d) be amended as follows.

704(15) Any acquisition of:-

- (c) shares resulting in a company becoming a subsidiary or an associated company of the issuer (providing the information required by Rule 1010(3) and (5)); and
- (d) shares resulting in the issuer increasing its shareholding in a subsidiary or an associated company (providing the information required by Rule 1010(3) and (5)).

Purpose of amendment: To require additional information on the acquisition to be disclosed.

Listing Rule 704(16)(c) and (d)

1.7 Listing Rule 704(16)(c) and (d) be amended as follows.

704(16) Any sale of:-

- (c) shares resulting in a company ceasing to be a subsidiary or an associated company of the issuer (providing the information required by Rule 1010(3) and (5)); and
- (d) shares resulting in the issuer reducing its shareholding in a subsidiary or an associated company (providing the information required by Rule 1010(3) and (5)).

Purpose of amendment: To require additional information on the sale to be disclosed.

Listing Rule 704(23)

1.8 Listing Rule 704(23) be amended as follows.

After the end of the issuer's each of the first three quarters of its financial year, half year and or financial year, no announcement shall be made of any as the case may be, an issuer must not announce any:-

- (a) dividend;
- (b) capitalisation or rights issue;
- (c) closing of the books;
- (d) capital return;
- (e) passing of a dividend; or
- (f) sales or turnover

unless it is accompanied by the results of the quarter, half year or financial year, as the case may be, or ~~unless~~ the results have been announced.

Purpose of amendment: Consequential on the proposal to introduce quarterly financial reporting pursuant to DASC recommendations 6 and 7.

Listing Rule 705

1.9 Listing Rule 705 be amended as follows.

(1) An issuer must announce the financial statements for the first half and the full financial year in the format as set out in Appendix 7.2 immediately after the figures are available, but in any event not later than 3 months after the relevant financial period. For financial year commencing on or after 1 January 2003, the announcement must be made no later than 60 days after the relevant financial period. For financial year commencing on or after 1 January 2004, the announcement must be made no later than 45 days after the relevant financial period. The requirement to announce the financial statements for the first half does not apply if Rule 705(2) applies.

(2) An issuer whose financial year commences:-

(a) on or after 1 January 2003 must announce its financial statements for each of the first three quarters of its financial year (as set out in Appendix 7.2) immediately after the figures are available, but in any event not later than 60 days after the quarter end. This paragraph only applies to an issuer whose market capitalization exceeds \$20 million at 30 September 2002.

(b) on or after 1 January 2004 must announce its financial statements for each of the first three quarters of its financial year (as set out in Appendix 7.2)

immediately after the figures are available, but in any event not later than 45 days after the quarter end.

Purpose of amendment: Rule amended pursuant to the recommendations of the DASC and CCDG.

Listing Rule 707

1.10 Listing Rule 707 be amended as follows.

- (1) Unless Rule 707(2) applies, an issuer must issue its annual report to shareholders and the Exchange within no later than 5 months from after the end of the issuer's financial year.
- (2) An issuer whose financial year commences on or after 1 January 2003 must issue its annual report to shareholders and the Exchange no later than 120 days after the end of its financial year.

Purpose of amendment: Rule amended pursuant to DASC recommendation 9.

Listing Rule 710

1.11 Listing Rule 710 be amended as follows.

An issuer which holds its annual general meeting:-

- (1) before 1 January 2003 must, unless it complies with Rule 710(2), state in its annual report whether and how it has complied with the ~~section on the audit committee in the~~ Best Practices Guide and provide sufficient disclosure of its corporate governance processes and activities.
- (2) on or after 1 January 2003 must:-
 - (a) describe its corporate governance practices with specific reference to the Code in its annual report. It must disclose any deviation from any aspect of the Code together with an appropriate explanation for such deviation in the annual report; and
 - (b) state in its annual report whether and how it has complied with the section on dealings in securities in the Best Practices Guide.

Purpose of amendment: To reinstate the requirement for an issuer to state in its annual report whether and how it has complied with the section on dealings in securities in the Best Practices Guide and (2) consequential on Rule 710(2) coming

into effect from 1 January 2003.

Listing Rule 713

1.12 Listing Rule 713 be amended as follows.

- (1) ~~The An~~ issuer must disclose in its annual report the date of appointment and the name of the audit partner in charge of auditing the issuer and its group of companies. ~~The audit partner in charge of the audit of the issuer must be changed at least once every five years~~ must not be in charge of more than 5 consecutive audits for a full financial year, the first audit being for the financial year beginning on or after 1 January 1997, regardless of the date of listing. The audit partner may return after two years.
- (2) If the listing of an issuer occurs after 5 consecutive audits by the same audit partner in charge, the same audit partner may complete the audit of the financial year in which the issuer lists.

Purpose of amendment: To clarify that the audit partner must be changed after the fifth consecutive audit of an issuer's annual accounts.

Listing Rule 715

1.13 Listing Rule 715 be amended as follows.

- (1) Subject to Rule 716, an issuer must engage the same accounting firm based in Singapore to audit its accounts, and its Singapore-incorporated subsidiaries and significant associated companies ~~in which the issuer has control (as defined in the Singapore Statements of Accounting Standards).~~
- (2) An issuer must engage a suitable auditor for its significant foreign-incorporated subsidiaries and associated companies.

Purpose of amendment: By definition, an issuer has no control over an associated company. Thus, the rule is amended to remove the phrase "for which the issuer has control". In addition, a new paragraph 2 is included consequential on the proposed deletion of Rule 717.

Listing Rule 716

1.14 Listing Rule 716 be amended as follows.

An issuer may appoint different auditors for its subsidiaries or significant associated companies (referred to in Rule 715(1)) provided that:-

- (1) the issuer's board and audit committee are satisfied that the appointment would not compromise the standard and effectiveness of the audit of the issuer; or
- (2) the issuer's subsidiary or associated company is listed on a stock exchange.

Purpose of amendment: Consequential on the amendment to Rule 715.

Listing Rule 717

1.15 Listing Rule 717 be deleted.

~~An issuer must engage a suitable auditor for its significant foreign incorporated subsidiaries and associated companies. A foreign incorporated subsidiary or associated company is considered significant if its net tangible assets represent 20% or more of the issuer's consolidated net tangible assets, or its pre-tax profits account for 20% or more of the issuer's consolidated pre-tax profits.~~

Purpose of amendment: The requirements in this rule will be incorporated into Rule 715 and new Rule 718 (please refer to paragraph 1.13 and 1.17).

Listing Rule 718

1.16 Listing Rule 718 be amended as follows (and renumbered as Rule 717).

717 An issuer must disclose in the annual report the names of the accounting firms(s) for the following:-

- (1) Singapore-incorporated subsidiaries and significant associated companies ~~for which the issuer has control~~; and
- (2) significant foreign-incorporated subsidiaries and associated companies.

Purpose of amendment: By definition, an issuer has no control over an associated company. Thus, the reference to "for which the issuer has control" is removed.

New Listing Rule

1.17 A new Listing Rule be introduced (as Rule 718).

718 For the purpose of Rules 715 to 717, a subsidiary or associated company is considered significant if its net tangible assets represent 20% or more of the issuer's consolidated net tangible assets, or its pre-tax profits account for 20% or more of the issuer's consolidated pre-tax profits.

Purpose of amendment: Consequential on the deletion of Rule 717.

Listing Rule 720(1)

1.18 Listing Rule 720(1) be deleted as follows.

~~If a valuation has been conducted of the real assets of the issuer or its subsidiaries the issuer must:-~~

~~(1) announce the following information:-~~

- ~~(a) The date of valuation;~~
- ~~(b) The name of the valuer;~~
- ~~(c) A description of the asset; and~~
- ~~(d) The valued amount of the assets.~~

~~(2) make available a copy of the valuation report for inspection at its registered office during normal business hours for 3 months from the date of the announcement.~~

Purpose of amendment: The rule is deleted as issuers are required to announce such information, if material, under Rule 703. A consequential amendment is made to paragraph 8 of Appendix 7.1 to highlight the need to announce a valuation of real assets of the issuer and its subsidiaries if the valuation is significant, as well as to require that the valuation report be made available for inspection.

Listing Rule 733(7)

1.19 Listing Rule 733(7) be amended as follows.

- (7) split certificates within 5 market days or certify transfers within 2 market days on lodgement of the relevant certificates as follows:-

"Certificate No.is held in the Company's office against this transfer No. foron theRegister. This transfer must be completed and returned within forty-two days from this date,49...."

Name of Company
Official Signature(s)"

Purpose of amendment: A minor editorial change.

Listing Rule 747(2)

1.20 Listing Rule 747(2) be amended as follows.

A debt issuer must announce:-

- (1) any redemption or cancellation of the debt securities; and
(2) the details of any interest payment(s) to be made (except for fixed rate notes).

Purpose of amendment: Rule amended such that issuers need not announce details of interest payment for fixed rate notes.

Listing Rule 806

1.21 Listing Rule 806 be amended as follows.

806(1) Approval by an issuer's shareholders under Rule 805(1) is not required if shareholders had, by ordinary resolution in a general meeting, given a general mandate to the directors of the issuer, either unconditionally or on such conditions ~~as specified~~, to issue:-

- (a) shares; or
(b) convertible securities; or
(c) additional convertible securities issued pursuant to Rule 829,

notwithstanding that the general mandate may have ceased to be in force at the time the securities are issued, provided that the adjustment does not give the holder a benefit that a shareholder does not receive;
or

(d) shares arising from the conversion of the securities in (b) and (c), notwithstanding that the general mandate may have ceased to be in force at the time the shares are to be issued.

(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 issued share capital, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be ~~limited to~~ not more than 20% of the issued share capital.

(3) For the purpose of Rule 806(2), the percentage of issued share capital is ~~calculated based on the maximum potential issuer's issued share capital at the time that the mandate is passed (taking into account the conversion or exercise of any convertible securities and employee share options on issue at the time that the mandate is passed, which were issued pursuant to previous shareholder approval), adjusted for any subsequent consolidation or subdivision of shares.~~ after adjusting for:-

(a) new shares arising from the conversion of convertible securities or employee share options on issue when the mandate is passed; and

(b) any subsequent consolidation or subdivision of shares.

(4) If the general mandate is obtained before listing, the issuer may treat its post-invitation issued share capital as its issued share capital for the purpose of Rule 806(3).

(5) An issuer cannot rely on the general mandate for an issue of convertible securities if the maximum number of shares to be issued upon conversion cannot be determined at the time of issue of the convertible securities.

~~(4)-(6)~~ A general mandate may remain in force until the earlier of the following:-

(a) the conclusion of the first annual general meeting of the issuer following the passing of the resolution. By an ordinary resolution passed at that meeting, the mandate may be renewed, either unconditionally or subject to conditions; or

(b) it is revoked or varied by ordinary resolution of the shareholders in general meeting.

Purpose of amendment: To extend the share issue mandate to convertible securities and accommodate pre-listing mandates.

Part IV of Chapter 8

1.22 Part IV of Chapter 8 be amended as follows.

PART IV ISSUE OF SHARES, COMPANY WARRANTS AND CONVERTIBLE SECURITIES FOR CASH (OTHER THAN RIGHTS ISSUE)

809 An issuer may issue shares, company warrants or other convertible securities for cash other than by way of a rights issue.

810 An issuer which intends to issue shares, company warrants or other convertible securities for cash must announce the issue promptly, stating the terms of the issue and the purpose of the issue (including the amount of proceeds proposed to be raised from the issue).

811(1) An issue of shares must not be priced at more than 10% discount to the weighted average price for trades done on the Exchange for the full market day on which the placement or subscription agreement is signed. If trading in the issuer's shares is not available for a full market day, the weighted average price must be based on the trades done on the preceding market day up to the time the placement agreement is signed.

(2) An issue of company warrants or other convertible securities is subject to the following requirements:-

(a) if the conversion price is fixed, the price must not be more than 10% discount to the prevailing market price of the underlying shares prior to the signing of the placement or subscription agreement.

(b) if the conversion price is based on a formula, any discount in the price-fixing formula must not be more than 10% of the prevailing market price of the underlying shares before conversion.

(3) Rule 811(1) and (2) is not applicable if specific shareholder approval is obtained for the issue of shares, company warrants or other convertible securities.

812(1) An issue must not be placed to any of the following persons:-

(a) The issuer's directors and substantial shareholders.

- (b) Immediate family members of the directors and substantial shareholders.
 - (c) Substantial shareholders, related companies (as defined in Section 6 of the Companies Act), associated companies and sister companies of the issuer's substantial shareholders.
 - (d) Corporations in whose shares the issuer's directors and substantial shareholders have an aggregate interest of at least 10%.
 - (e) Any person who, in the opinion of the Exchange, falls within category (a) to (d).
- (2) The Exchange may agree to a placement to a person in Rule 812(1) if specific shareholder approval for such a placement has been obtained. The person, and its associates, must abstain from voting on the resolution approving the placement.
- ~~(2)~~(3) The Exchange may agree to a placement to a person in Rule 812(1)(b), (c) or (d) if it is satisfied that the person is independent and is not under the control or influence of any of the issuer's directors or substantial shareholders.

Purpose of amendment: Consequential on the proposal to extend the share issue mandate to convertible securities, as well as to formalize the current practice of requiring shareholder approval for shares to be issued at more than 10% discount or placed to the persons specified in Rule 812(1).

Listing Rule 814(1)

1.23 Listing Rule 814(1) be amended as follows.

An issuer which intends to make a rights issue must announce the issue promptly, stating the following:-

- (a) price, terms and purpose of the issue;
- (b) whether the issue will be underwritten;
- (c) the financial circumstances which call for the issue; and
- (d) whether it has obtained or will be seeking the approval of the Exchange is needed or has been obtained for the listing and quotation of the new shares arising from the rights issue.

In addition, an issuer must observe the requirements in Appendix 8.2.

Purpose of amendment: To clarify that issuers must announce whether it has obtained or will be seeking the Exchange's approval for the listing and quotation of the new shares arising from a rights issue.

Listing Rule 824

1.24 Listing Rule 824 be amended as follows.

Every issue of company warrants or other convertible securities not covered under a general mandate must be specifically approved by shareholders in general meeting.

Purpose of amendment: Consequential on the extension of the general mandate to convertible securities.

Listing Rules 829 and 830

1.25 Listing Rule 830 be incorporated into Listing Rule 829 as sub-paragraph 3 (with the following amendments).

829 The terms of the issue must provide for:-

- (1) adjustment to the exercise or conversion price and, where appropriate, the number of company warrants or other convertible securities, in the event of rights, bonus or other capitalisation issues; ~~and~~
- (2) the expiry of the company warrants or other convertible securities to be announced, and notice of expiry to be sent to all holders of the company warrants or other convertible securities at least 1 month before the expiration date; and

~~830~~ (3) Any material alteration to the terms of a company warrants or other convertible security securities after issue to the advantage of the holders of such securities must to be approved by the Exchange shareholders, except where the alterations are made pursuant to the terms of the issue.

Purpose of amendment: To require shareholder approval for any material alteration to the terms of issue that will benefit the holders of the company warrants or other convertible securities.

New Listing Rule

1.26 A new listing rule be introduced as Rule 830.

An issuer must announce any adjustment made pursuant to Rule 829(1).

Purpose of amendment: New rule to require disclosure of adjustments to company warrants or other convertible securities.

Listing Rule 831

1.27 Listing Rule 831 be amended as follows.

Except where the alterations are made pursuant to the terms of an issue, An issuer must not:-

- (i) extend the exercise period of an existing company warrant ~~or~~;
- (ii) issue a new company warrant to replace ~~it~~ an existing company warrant;
- (iii) change the exercise price of an existing company warrant; or
- (iv) change the exercise ratio of an existing company warrant.

Purpose of amendment: To also disallow issuers from changing the exercise price and exercise ratio of company warrants.

Listing Rule 910(1)

1.28 Listing Rule 910(1) be amended as follows.

An issuer must announce a sale or proposed sale of any units of its local property projects or those of its entity at risk to an interested person or ~~his relative~~ a relative of a director, chief executive officer or controlling shareholder within two weeks of the sale or proposed sale, regardless of whether the sale or proposed sale is required to be announced under Rule 905.

Purpose of amendment: To clarify the scope of the rule.

Listing Rule 912

1.29 Listing Rule 912 be amended as follows.

In deciding on any sale of units of its property projects to an issuer's interested persons ~~and their relatives~~ or a relative of a director, chief executive officer or controlling shareholder, an issuer's board of directors must be satisfied that the terms of the sale(s) are not prejudicial to the interests of the issuer and its minority shareholders. The audit committee must review and approve the sale(s) and satisfy itself that the number and terms of the sale(s) are fair and reasonable and are not prejudicial to the interests of the issuer and its minority shareholders.

Purpose of amendment: To clarify the scope of the rule.

Listing Rule 916(2)

1.30 Listing Rule 916(2) be amended as follows.

~~The entering into~~ Investment in a joint venture ~~or joint investment~~ with an interested person if:-

- (a) the risks and rewards are ~~shared pro-rata~~ in proportion to the equity of each joint venture partner;
- (b) the issuer confirms by an announcement that its audit committee is of the view that the risks and rewards of the joint venture are ~~shared pro-rata in proportion to the equity of each joint venture partner~~ and the terms of the joint venture ~~or joint agreement~~ are not prejudicial to the interests of the issuer and its minority shareholders; and
- (c) the interested person does not have an existing equity interest in the joint venture ~~or joint investment~~ prior to the participation of the entity at risk in the joint venture.

Purpose of amendment: To clarify that the exception applies to both initial and subsequent investments in a joint venture with an interested person.

New Listing Rule

1.31 A new Listing Rule 916(3) be introduced. Existing Listing Rule 916(3) and (4) will be renumbered as Rule 916(4) and (5).

916(3) The provision of a loan to a joint venture with an interested person if:-

- (a) the loan is extended by all joint venture partners in proportion to their equity and on the same terms;
- (b) the interested person does not have an existing equity interest in the joint venture prior to the participation of the entity at risk in the joint venture; and
- (c) the issuer confirms by an announcement that its audit committee is of the view that:-
 - (i) the provision of the loan is not prejudicial to the interests of the issuer and its minority shareholders; and
 - (ii) the risks and rewards of the joint venture are in proportion to the equity of each joint venture partner and the terms of the joint venture are not prejudicial to the interests of the issuer and its minority shareholders.

Purpose of amendment: To create an exception from the need to obtain shareholder approval for the provision of a loan to a joint venture with an interested person if certain conditions are met.

Listing Rule 917(4)(a)

1.32 Listing Rule 917(4)(a) be amended as follows.

A statement:-

- (i) whether or not the audit committee of the issuer is of the view that ~~(i) the transaction is on normal commercial terms; and (ii) the terms are is not prejudicial to the interests of the issuer and its minority shareholders; ; or~~
- (ii) that the audit committee is obtaining an opinion from an independent financial adviser before forming its view, which will be announced subsequently.

Purpose of amendment: To bring this rule in line with the circular requirements

in Rule 921(4)(a) and (5) as well as to clarify that an issuer may indicate in its announcement that it will disclose the audit committee's view in a subsequent announcement. This enables the committee, who may wish to obtain an independent financial adviser's opinion, to do so before forming its own views.

Listing Rule 917(4)(b)

1.33 Listing Rule 917(4)(b) be amended as follows.

Transactions that satisfy Rule 916(1), ~~and (2) and (3)~~ are not required to comply with Rule 917(4).

Purpose of amendment: Consequential on the amendment to Rule 916(2) and the introduction of a new rule 916(3).

Listing Rule 920(1)(a) & (b)

1.34 Listing Rule 920(1)(a) & (b) be amended as follows.

An issuer may seek a general mandate from 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 in respect of the purchase or sale of assets, undertakings or businesses. A general mandate is subject to annual renewal.

- (a) ~~A general mandate~~ An issuer must:-
- (i) ~~must be disclosed~~ disclose the general mandate in the annual report, giving details of the aggregate value of transactions conducted pursuant to the general mandate during the financial year. The disclosure must be in the form set out in Rule 907; and
 - (ii) ~~is subject to annual renewal.~~ announce the aggregate value of transactions conducted pursuant to the general mandate for the financial periods which it is required to report on pursuant to Rule 705 within the time required for the announcement of such report. The disclosure must be in the form set out in Rule 907.
- (b) A circular to shareholders seeking a general mandate must include:-
- (i) the class of interested persons with which the entity at risk will be transacting;
 - (ii) the nature of the transactions contemplated under the mandate;

- (iii) the rationale for, and benefit to, the entity at risk;
- (iv) the methods or procedures for determining transaction prices;
- (v) the independent financial adviser's opinion on whether the methods or procedures in (iv) are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the issuer and its minority shareholders;
- (vi) an opinion from the audit committee if it takes a different view to the independent financial adviser; ~~and~~
- (vii) a statement from the issuer that it will obtain a fresh mandate from shareholders if the methods or procedures in (iv) become inappropriate; and
- (viii) a statement that the interested person will abstain, and has undertaken to ensure that its associates will abstain, from voting on the resolution approving the transaction.

Purpose of amendment: To require (i) quarterly disclosure of the total value of interested person transactions conducted under the general mandate and (ii) a statement in the circular that the interested person will abstain, and has undertaken to ensure that its associates will abstain, from voting on the resolution approving the transaction.

Listing Rule 921(4)(a)

1.35 Listing Rule 921(4)(a) be amended as follows.

- (a) an opinion in a separate letter from an independent financial adviser who is acceptable to the Exchange stating whether ~~or not~~ the transaction (and all other transactions which are the subject of aggregation pursuant to Rule 906):-
 - (i) is on normal commercial terms, and
 - (ii) is not prejudicial to the interests of the issuer and its minority shareholders.

Purpose of amendment: Drafting change.

Listing Rule 1002(3)(b)

1.36 Listing Rule 1002(3)(b) be amended as follows.

"net profits" ~~as defined in item 4g of Appendix 7.2.~~ means profit or loss before income tax, minority interests and extraordinary items.

Purpose of amendment: Consequential on the changes to Appendix 7.2.

Listing Rule 1006(b)

1.37 Listing Rule 1006(b) be amended as follows.

~~The operating profit before income tax (as defined in item 4g of Appendix 7.2) net profits~~ attributable to the assets acquired or disposed of, compared with the group's net profits operating profit before income tax (as defined in item 4g of Appendix 7.2).

Purpose of amendment: Consequential on the amendment to Rule 1002(3)(b).

Listing Rule 1008

1.38 Listing Rule 1008 be amended as follows.

- (1) ~~Unless Rule 703, 905 or 1009 applies, no announcement of the transaction is required. If~~ if all of the relative figures computed on the bases set out in Rule 1006 amount to 5% or less, ~~subject to Rules 703 and 1009, no announcement of the transaction is required.~~
- (2) However, if the issuer wishes to announce the transaction, the announcement must include:-
 - (a) details of the consideration as required in Rule 1010(3); and
 - (b) the value of assets acquired or disposed of as required in Rule 1010(5).

Purpose of amendment: To rationalise the rule.

Listing Rule 1009

1.39 Listing Rule 1009 be amended as follows.

~~If any of the relative figures computed on the bases set out in Rule 1006 amount to 5% or less, and if~~ If the consideration is satisfied wholly or partly in securities for which listing is being sought, the issuer must announce the transaction as soon as possible after the terms have been agreed, stating the information set out in Part VI.

Purpose of amendment: To rationalise the rule.

Listing Rule 1010(7)

1.40 Listing Rule 1010(7) be amended as follows.

The ~~net profits operating profit before income tax (as defined in item 4g of Appendix 7.2)~~ attributable to the assets being acquired or disposed of. In the case of a disposal, the amount of any gain or loss on disposal;

Purpose of amendment: Consequential on the amendment to Rule 1002(3)(b).

Listing Rules 1019(1) & (3)

1.41 Listing Rules 1019 (1) & (3) be amended as follows.

- (1) If the option is not exercisable at the discretion of the issuer, shareholders approval must be obtained at the time of grant of the option.
- (3) If the option is exercisable at the discretion of the issuer and the exercise terms are not fixed, but are based on factors existing at the time of exercise, the issuer must obtain shareholders approval at the time of exercise of the option. At the time of acquisition or grant of option, the issuer must make an appropriate announcement.

Purpose of amendment: To correct a typographical error.

Listing Rule 1203

1.42 Listing Rule 1203 be amended as follows.

An issuer must submit to the Exchange, for review, one draft copy of a notice of meeting if it contains a resolution relating to:-

- (1) the participation of, or grant of options to, controlling shareholders and their associates pursuant to a share option scheme;
- (2) the renewal of a share buy-back mandate; ~~or~~
- (3) the proposed amendment of the issuer's Memorandum or Articles of Association or other constituent documents; or
- (4) the renewal of a general mandate from shareholders pursuant to Rule 920.

Purpose of amendment: To require the submission of a draft notice of meeting, relating to the renewal of a general mandate for interested person transactions, to the Exchange for review.

Listing Rule 1207

1.43 Listing Rule 1207 be amended to include the following new provision (as new paragraph 17).

- (17) The information required by Rule 710.

Purpose of amendment: To highlight that the annual report must include the disclosure required by Rule 710.

Listing Rule 1207(4)

1.44 Listing Rule 1207(4) be amended as follows.

- (a) A review, in as much detail as possible, of the operating and financial performance of the issuer and its principal subsidiaries in the last financial year. Any development subsequent to the release of the issuer's preliminary financial statement, which would materially affect the issuer's operating and financial performance, must be identified;
- (b) An analysis of the business outlook;
- (c) Prospectus-type information relating to the background of directors and key management staff; and
- (d) Prospectus-type information relating to risk management policies and processes.

Purpose of amendment: Rule amended pursuant to DASC recommendation 17.

Listing Rule 1207(5)

1.45 Listing Rule 1207(5) be amended as follows.

- (a) ~~The annual audited accounts (consolidated); prepared in consolidated form. The accounts incorporated in the annual report must contain at least the information required under items (3) and (4) of the preliminary financial statement set out in Appendix 7.2.~~
- (b) The audited balance sheet (unconsolidated) of the issuer;
- (c) The cashflow statement (consolidated);
- (d) A statement whether or not the financial statements are prepared in accordance with the prescribed accounting standards; and
- (e) Disclosure of the nature and financial effect of, and justification for any deviation from prescribed accounting standards, together with the auditors' confirmation of their agreement to the deviation and a statement by the auditors that the deviation is necessary to present "true and fair" financial statements.

Purpose of amendment: Rule amended pursuant to DASC recommendations 2 and 14.

Listing Rule 1207(6)

1.46 Listing Rule 1207(6) be amended as follows.

- (a) The amount of non-audit fees paid to auditors. If none, make an appropriate negative statement; and
- (b) Confirmation by the audit committee that it has undertaken a review of all non-audit services provided by the auditors and they would not, in the audit committee's opinion, affect the independence of the auditors.

Purpose of amendment: Rule amended pursuant to DASC recommendation 22.

Paragraph 4 of Appendix 2.1

- 1.47 The note to Paragraph 4 of Appendix 2.1 (which is not part of the listing rules) be amended as follows.

Note: Application should be made to list only that part of the share capital, which has been issued, ~~and~~ shares to be issued in connection with the new listing application, and shares to be issued pursuant to Part VIII of Chapter 8. ~~If an additional unissued amount is reserved for issuance for a specific purpose, an application must be made separately for authority to add that amount to the Official List "upon official notice of issuance" in future for that specific purpose.~~

Purpose of amendment: To clarify that the issuer should also apply for the listing and quotation of shares that will be issued pursuant to Part VIII of Chapter 8.

Paragraph 8 of Appendix 7.1

- 1.48 Paragraph 8 of Appendix 7.1 be amended as follows.

Under Rule 703, the following events, while not comprising a complete list of all the situations which may require disclosure, are likely to require immediate disclosure:-

- (a) A joint venture, merger or acquisition;
- (b) The declaration or omission of dividends or the determination of earnings;
- (c) Firm evidence of significant improvement or deterioration in near-term earnings prospects;
- (d) A subdivision of shares or stock dividends;
- (e) The acquisition or loss of a significant contract;
- (f) The purchase or sale of a significant asset;
- (g) A significant new product or discovery;
- (h) The public or private sale of a significant amount of additional securities of the issuer;
- (i) A change in effective control or a significant change in management;
- (j) A call of securities for redemption;
- (k) The borrowing of a significant amount of funds;
- (l) Occurrence of an event of default under debt or other securities or financing or sale agreements;
- (m) Significant litigation;
- (n) A significant change in capital investment plans. Examples include building of factories, increasing plant and machinery, and increasing production lines;
- (o) A significant dispute or disputes with sub-contractors, customers or suppliers, or with any parties; ~~and~~
- (p) A tender offer for another company's securities; and
- (q) A valuation of the real assets of the group that has a significant impact on the

group's financial position and/or performance. A copy of the valuation report must be made available for inspection at the issuer's registered office during normal business hours for 3 months from the date of the announcement.

Purpose of amendment: Consequential on the deletion of Rule 720.

Paragraph 28 of Appendix 7.1

1.49 Paragraph 28 of Appendix 7.1 be amended as follows.

Persons who come into possession of material information, before its public release, are considered insiders for the purposes of the Exchange's corporate disclosure policies. Such persons include substantial shareholders, directors, executive officers and other employees, and frequently also include the issuer's lawyers, accountants, bankers, investment bankers, public relations consultants, advertising agencies, consultants, valuers and other third parties. The associates (as defined in "Definitions and Interpretation") of, and those under the control of, insiders may also be regarded as insiders. Where an issuer is involved in the negotiation of an acquisition or transaction, the other parties to the negotiation may also be regarded as insiders. ~~Finally, for purposes of the Exchange's disclosure policy, insiders also include "tippees" who come into possession of material information.~~

Purpose of amendment: To be in line with the Securities and Futures Act 2001.

Paragraph 31 of Appendix 7.1

1.50 Paragraph 31 of Appendix 7.1 be amended as follows.

An issuer should monitor the trading in its securities to detect any unusual trading activity. Where such unusual trading activity is observed, issuers should note Part VII above. The Exchange also monitors trading of listed securities. Where there is unusual trading activity in a listed security, and it appears to the Exchange that the unusual trading activity cannot be explained by known factors, the Exchange may require the issuer to make an announcement. The announcement should, inter alia, state whether the issuer and its directors ~~and substantial shareholders~~ are aware of the reasons for the unusual trading activity and whether there is any material information which has not been publicly disclosed. If the issuer or its directors are aware of any matters concerning the substantial shareholders that may account for the unusual trading activity, they must take this into consideration when responding to any query by the Exchange.

Purpose of amendment: If substantial shareholders are not directors or are not involved in the management of the issuer, the issuer will have difficulty complying with this requirement. Rule amended to clarify that the issuer and its directors must

take into consideration any matters concerning the substantial shareholders of which they are aware that may account for the unusual trading activity, when responding to any query by the Exchange.

Appendix 7.2

1.51 Appendix 7.2 be amended as follows.

FINANCIAL STATEMENTS AND DIVIDEND ANNOUNCEMENT

Cross-referenced from Rules 705, 1002(3)(b), 1006(b), 1010(7) and 1207(5)

~~* Delete Accordingly~~

PART I INFORMATION REQUIRED FOR QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR ANNOUNCEMENTS

1. ~~An issuer must include the~~ The following components in the financial statements in the form presented in the issuer's most recently audited annual financial statements:-

(a) ~~(i) An income statement (for the group), in the form as specified in Items 3 and 4 together with a comparative statement for the corresponding period of the immediately preceding financial year.~~

(ii) The following items (with appropriate breakdowns and explanations), if significant, must either be included in the income statement or in the notes to the income statement for the current financial period reported on and the corresponding period of the immediately preceding financial year:-

- (A) Investment income
- (B) Other income including interest income
- (C) Interest on borrowings
- (D) Depreciation and amortisation
- (E) Allowance for doubtful debts and bad debts written off
- (F) Write-off for stock obsolescence
- (G) Impairment in value of investments
- (H) Foreign exchange gain/loss (where applicable)
- (I) Adjustments for under or overprovision of tax in respect of prior years
- (J) Profit or loss on sale of investments, properties, and/or plant and equipment
- (K) Exceptional items
- (L) Extraordinary items

(b) (i) A balance sheet (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year.‡

(ii) In relation to the aggregate amount of the group's borrowings and debt securities, specify the following as at the end of the current financial period reported on with comparative figures as at the end of the immediately preceding financial year:-

(A) the amount repayable in one year or less, or on demand;

(B) the amount repayable after one year;

(C) whether the amounts are secured or unsecured; and

(D) details of any collaterals.

(c) A cash flow statement (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.‡

(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; and

(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 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.

~~(e) selected explanatory notes that are material to an understanding of the current period.~~

~~(ii) For component (b), the issuer must provide statements for the financial period reported on, and comparative statements as at the end of the most recently announced statements.~~

~~(iii) For components (c) and (d), the issuer must provide a statements for the financial period reported on, and a comparative statement for the corresponding period of the preceding financial year.~~

~~2. The financial statements must contain (at the minimum) the following information:-~~

~~(i) 2. A statement as to Whether the figures have ~~or have yet to been~~ audited, ~~or reviewed~~ and in accordance with which standard (e.g. the Singapore Standard on Auditing 910 (Engagements to Review Financial Statements), or an equivalent standard).~~

~~3. Where the figures have been audited ~~or reviewed~~, the auditors' report (including any qualifications ~~and or~~ emphasis of matter) ~~must be set out.~~~~

~~(ii) 4. A statement that Whether the same accounting policies and methods of computation ~~are followed~~ as in the issuer's most recently audited annual financial statements have been applied. ~~in the financial statements as compared with the most recent audited annual financial statements.~~~~

~~5. Where there have been ~~If there are~~ any changes ~~or departure from~~ in the accounting policies and methods of computation, including ~~any those~~ required by an accounting standard, ~~this should be disclosed what has changed, as well as together with~~ the reasons for, ~~the change~~ and the effect of, the change.~~

..... Date:

(Name of Issuer)

Financial statements for the ___ months/year* ended DD/MM/YY.

Latest period to	Previous corresponding period	% increase/ (decrease)
___/___/___	___/___/___	
\$'000	\$'000	
Co Group	Co Group	Co Group

3. ~~(a) Turnover~~
- ~~(b) Cost of sales or classification as followed in the most recent audited annual financial statements.~~
- ~~(c) Gross profit/loss*~~
- ~~(d) Investment income~~
- ~~(e) Other income~~

including interest income

- 4 ~~(a) Operating profit/loss* before income tax, minority interests, extraordinary items, interest on borrowings depreciation and amortisation, and exceptional items~~
- ~~(b) Interest on borrowings~~
- ~~(c)(i) Depreciation and amortisation~~
- ~~(ii) Foreign exchange gain/loss*~~
- ~~(d) Exceptional items (provide separate disclosure of items)~~
- ~~(e) Operating profit/loss* before income tax, minority interests, extraordinary items but after interest on borrowings, depreciation and amortisation, foreign exchange gain/loss* and exceptional items~~
- ~~(f) Income derived from associated companies (with separate disclosure of any items included therein which are exceptional because of size and incidence)~~
- ~~(g) Operating profit before income tax~~
- ~~(h) Less income tax~~

~~(indicate basis of computation)~~

~~(i)(a) Operating profit/loss* after tax before deducting minority interests~~

~~(b) Less minority interests~~

~~(j) Operating profit/loss* after tax attributable to members of the company~~

~~(k)(i) Extraordinary items (provide separate disclosure of items)~~

~~(ii) Less minority interests~~

~~(iii) Extraordinary items attributable to members of the company~~

~~(l) Operating profit/loss* after tax and extraordinary items attributable to members of the company~~

		Latest period (\$)	Previous corresponding period (\$)
5.	(a) Operating profit [4(i)(a) above] as a percentage of turnover [3(a) above] (b) Operating profit [4(j) above] as a percentage of issued capital and reserves at end of the period		
6.	<u>(e) Earnings per ordinary share of the group for the current period reported on and the corresponding period based on</u>		

~~4(i) above of the immediately preceding financial year, after deducting any provision for preference dividends:-~~

~~(i a) Based on the weighted average number of ordinary shares ~~in~~ on issue; and~~

~~(ii b) On a fully diluted basis (detailing any adjustments made to the earnings).~~

~~(To disclose the basis used in arriving at the weighted average number of shares for the purposes of (c)(i) above and to provide details of any adjustments made for the purpose of (c)(ii) above)~~

7. ~~(d) Net ~~tangible~~ asset ~~backing~~ value (for the issuer and group) per ordinary share based on ~~existing~~ issued share capital of the issuer as at the end of the:-~~

~~(a) current period reported on;~~

~~and~~

~~(b) immediately preceding financial year.~~

~~(e) To provide an analysis of expenses based on their function/nature* within the group~~

Latest period to	Previous corresponding period to	%increase/ (decrease)
==/==/==	==/==/==	
\$'000	\$'000	
Co Group	Co Group	Co Group

6. (a) ~~Sales reported for first half year~~
- (b) ~~Operating profit/loss* [4(l)(i)(a) above] reported for first half year~~
- (c) ~~Sales reported for second half year~~
- (d) ~~Operating profit/loss* [4(l)(a) above] reported for second half year~~
7. ~~To disclose the following or give a negative statement if not applicable:-~~
- (a) ~~the amount of any adjustment for under or overprovision of tax in respect of prior years;~~
- (b) ~~the amount of any pre-acquisition profits; and~~
- (c) ~~the amount of profits on any sale of investments and/or properties.~~
8. ~~Segmental information must include at a minimum, a breakdown of the Group's turnover and profit before interest and tax for its business segments and geographical segments for the financial period reported on and the corresponding period, whichever is the Group's primary and secondary basis of segment reporting, as included in its most recent audited annual financial statements.~~
- 9.8. (a) ~~A review of the performance of the company and its principal subsidiaries group, to the extent necessary for a reasonable understanding of the group's business. The review must set out discuss any material significant factors affecting that affected the earnings [as stated in 4(e) above], turnover [as stated in 3(a) above] and costs [as stated in 3(b) and 5(e) above] of the company and the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors. The review must also discuss the factors leading to any material changes in contributions to turnover and earnings by the geographical and business segments. It must also discuss any~~

material factors that affected the cash flow, working capital, assets or liabilities of the group during the current period reported on.

9. ~~(b)~~ Where a forecast, or a prospect statement, has been previously disclosed to shareholders, ~~the issuer must explain~~ any variance between ~~it~~ ~~the forecast or prospect statement~~ and the actual results.

10. A commentary at the date of the announcement of the competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

11. ~~Dividend: To be completed~~ If a decision regarding dividend has been made: :-

(a) ~~Whether an interim/(final) ordinary dividend has been~~ declared/ (recommended).

(b)(i) Amount per share cents / (rate%).

(ii) Previous corresponding period cents / (rate%).

(c) ~~(For 11(b), to state~~ Whether the dividend amount is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived.

~~Where (If the dividend is not taxable in the hands of~~ shareholders, this must be stated).

(e) ~~Dividend rate%. Previous corresponding~~ period%.

(d) The date the dividend is payable,

(e) ~~Interim Dividend wascents. (State whether net of~~ tax or tax exempt)

Latest year	Previous Year
(\$)	(\$)
C€	C€

~~(f) Total annual dividend~~

~~— Ordinary —
— Preference
— Total:~~

~~(g e) The date on which Registrable Transfers received by the company (up to 5.00 pm) on20... will be registered before entitlements to the dividend are determined.~~

~~12. If no dividend has been declared/(recommended), by the directors, this should be disclosed a statement to that effect.~~

~~12. Details of any changes in the company's share capital arising from rights issue, bonus issue, 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. State also the number of shares that may be issued on conversion of all the outstanding convertibles as at the end of the period reported on and as at the end of the previous period.~~

~~13. The following details as at the end of the financial period reported on with comparative figures as at the end of the previous period as regards the aggregate amount of the group's borrowings and debt securities:-~~

~~(a) — Amount repayable in one year or less, or on demand; and~~

~~(b) — Amount repayable after one year.~~

~~State also whether the amounts are secured or unsecured.~~

PART II ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT

13. Segmented revenue and results for business or geographical segments (of the group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year.

14. In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments.

15. A breakdown of sales as follows:-

	<u>Latest</u> <u>Financial Year</u>	<u>Previous</u> <u>Financial Year</u>	<u>% increase/</u> <u>(decrease)</u>
	<u>\$'000</u>	<u>\$'000</u>	
	<u>Group</u>	<u>Group</u>	<u>Group</u>
(a) <u>Sales reported for first half year</u>			
(b) <u>Operating profit/loss after tax before deducting minority interests reported for first half year</u>			
(c) <u>Sales reported for second half year</u>			
(d) <u>Operating profit/loss after tax before deducting minority interests reported for second half year</u>			

16. A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year as follows:-

- (a) Ordinary
- (b) Preference
- (c) Total

Purpose of amendment Rule amended pursuant to DASC recommendations 2, 12, 13 and 14 and recommendations by the CCDG.

Title of Appendix 7.4

1.52 The title of Appendix 7.4 be amended as follows

APPOINTMENT OF MANAGERS RELATED TO A RELATIVE OF A DIRECTOR, CHIEF EXECUTIVE OFFICER, OR SUBSTANTIAL SHAREHOLDER OF AN ISSUER TO A MANAGERIAL POSITION IN THE ISSUER OR ANY OF ITS PRINCIPAL SUBSIDIARIES

Purpose of amendment: Consequential on the amendment to Rule 704(11).

Paragraph 4(b) of Part II of Best Practices Guide

1.53 Paragraph 4(b) of Part II of the Best Practices Guide be amended as follows.

A listed issuer and its officers should not deal in the listed issuer's securities during the period commencing one month before the announcement of the company's ~~annual or half-year results~~, financial statements for each of the first three quarters of its financial year, half year or financial year, as the case may be, and ending on the date of announcement of the relevant results.

Purpose of amendment: Consequential on the introduction of quarterly reporting.