

## Proposed Amendments to Catalyst Rules

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

### Definitions and Interpretation

“promoters”

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

“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~~. For the purpose of the 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 Rules.

### Chapter 7 Continuing Obligations

Part II Equity Securities — Immediate Announcements

Announcement of Specific Information

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Acquisitions and Realisations

- (16) Any acquisition of:
  - (a) shares resulting in the issuer holding 10% or more of the total number of issued shares excluding treasury shares and subsidiary holdings, of a quoted company;
- (17) 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

- (31) Any sale, transfer, cancellation and/or use of treasury shares stating the following:
  - (a) date of the sale, transfer, cancellation and/or use;

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- (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.

(31A) 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

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- (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 according to the limits in Rules 806(2)(a) and (b) below. Unless prior shareholder approval is required under the Rules, an issue of treasury shares will not require further shareholder approval, and will not be included in the following limits.
- (a) If shareholders approve the mandate by ordinary resolution, the limit must be not more than 100% 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 50% of the total number of issued shares excluding treasury shares and subsidiary holdings; or
  - (b) If shareholders approve the mandate by special resolution, the limit on the aggregate number of shares and convertible securities issued, whether on a pro rata or non pro rata basis, may be up to 100% of the total number of issued shares excluding treasury shares and subsidiary holdings. Shareholder approval under this Rule 806(2)(b) must not be deemed by way of subscription for shares.
- (3) For the purpose of Rule 806(2), the percentage of 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 Convertible 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 XI Share Buy-Back

### Shareholder Approval

866

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

867

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) 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 for which a listing and quotation notice has been issued 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 Authority, 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

1203

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, for example:

<b>Corporate Action</b>	<b>Rules requiring specific information to be disclosed in the circulars to the shareholders</b>
(a) Rights issues	Appendix 8A
(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 854, 855, 856, 857 and 860
(e) Share buy-backs	Rule 868

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(f) Scrip dividends	Rule 861(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(4)

- (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; and 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;
- (6) include on the front cover the statement required by Rule 753(2); and
- (7) 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 12A.

Part III Annual Reports

1204

- (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 1204(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;
- (e) the percentage of shareholding held in the hands of public and confirmation that Rule 723 is complied with; and

- (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

##### 1205

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.

##### 1206

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.

#### 1206A

Rules 1207-1209 apply if the issuer sends documents using electronic communications under Rule 1206.

#### 1207

Notwithstanding Rule 1206, 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 physically 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 1208 and 1209.

#### 1208

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.

#### 1209

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 issuer's 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 issuer's 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 7C Financial Statements and Dividend Announcement

*Cross-referenced from Rule 704(10) and 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, ~~disposals~~, 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 8D Daily Share Buy-Back Notice

*Cross-referenced from Rule 871*

**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"> <li>• Highest price per share</li> <li>• Lowest price per share (specify currency)</li> </ul>		
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	Overseas

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		Exchange	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	%*	Number	%	Number	%
Cumulative number of shares purchased to date <sup>^</sup>						

### (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>	

\* 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.

<sup>^</sup> From the date on which the share buy-back mandate is obtained.