

REGISTRATION NO. []

THE COMPANIES ACT (CAP. 50)

PUBLIC COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

SINGAPORE INTERNET EXCHANGE LIMITED

DRAFT

THE COMPANIES ACT (CAP. 50)

**PUBLIC COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

of

SINGAPORE INTERNET EXCHANGE LIMITED

1. The name of the Company is **Singapore Internet Exchange Limited** (hereinafter called the “Company”).
2. The registered office of the Company will be situated in the Republic of Singapore.
3. The objects for which the Company is established shall be as follows:-
 - (1) To provide efficient Internet connectivity in Singapore;
 - (2) To facilitate the exchange of Internet transactions and everything that contributes thereto in the broadest sense of the word;
 - (3) To provide to the benefit of its members access to cost-based peering services;
 - (4) To represent the interests of its members in matters of public interest and in a neutral manner;
 - (5) To promote the interests of and benefit its members as a whole; and
 - (6) To stipulate unified rules and technical conditions for the operation of Internet Exchange nodes and for services provided by the Company to its members, in an open, transparent, non-discriminatory and non-preferential manner;

AND in furtherance of the said objects but not further or otherwise to do all or any of the following things:-

- (a) To purchase, lease or otherwise acquire buildings or land or any estate or interest therein;
- (b) Subject to such consents as are required by law, to sell, let on lease or tenancy, exchange, mortgage or otherwise dispose of buildings or land or any estate or interest therein;

- (c) To buy, sell, hire, let on hire, distribute, install, maintain, or otherwise acquire or dispose of hardware, software, equipment, apparatus, appliances, and machinery of every description;
- (d) To repair, alter, renovate, restore, rebuild, convert and extend any building or land;
- (e) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company;
- (f) To lend and advance money or give guarantees to any person or company and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person or company; and otherwise to assist any person or company;
- (g) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others;
- (h) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions or otherwise;
- (i) To establish or join in the establishment or promotion of other companies, trusts, institutions, societies or associations and to enter into partnerships, joint ventures or other arrangements with other individuals, companies, trusts, institutions, societies or associations;
- (j) To co-operate with any local or public authority or other body concerned to achieve the objects of the Company including without limitation the Info-communications Development Authority of Singapore;
- (k) Subject to Clause 4 hereof to enter into and carry out contracts and in particular to enter into agreements and engagements with its Members and other persons;
- (l) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise;
- (m) To take and accept any gifts of property of any description whether subject to any special encumbrances or not, for the purposes of the Company;
- (n) Subject to such consents as may be required by law from time to time and subject as hereinafter provided, to borrow or raise money and to execute and issue security as the Company shall think fit including mortgages, charges or securities over the whole or any part of its assets, present or future;
- (o) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable or mercantile instruments, for the purpose of or in connection with the objects of the Company;
- (p) To invest and deal with the moneys of the Company not immediately required in such manner as the Company may from time to time determine, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

- (q) Subject to this Clause hereof to employ and remunerate staff; to employ and remunerate agents; and to pay or provide pensions and similar benefits to the staff and directors of the Company and their dependants;
- (r) To pay out of funds of the Company the costs of forming and registering the Company;
- (s) To charge fees for the provision of and in connection with any of the objects of the Company; and
- (t) To do all such other lawful things as shall further the attainment of the objects of the Company.

PROVIDED that in case the Company shall take or hold any property which may be subject to any encumbrances, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such encumbrances.

- 4. The liability of the Members is limited.
- 5. Every Member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up while he is a Member, or within one (1) year after he ceases to be a Member, for payment of the debts and liabilities of the Company contracted before he ceases to be a Member, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amount as may be required, not exceeding one thousand dollars (S\$1,000.00).
- 6. The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as are herein specified and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to its Members.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any Director, officer or servant of the Company or any Member thereof, in return for any service actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding the current bank rate on fixed deposits on money lent to the Company by a Member nor payment of reasonable and proper rent for premises demised or let by a Member to the Company.

Notwithstanding anything in the Memorandum and Articles of Association, this Article shall not in any event be amended or removed save with the unanimous approval of all Members.

- 7. No amendment to the Company's Memorandum of Association shall take effect until approved by the Info-communications Development Authority of Singapore in writing.

We, the company whose name, address and description are subscribed below are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAME ADDRESS AND DESCRIPTION OF MEMBER

Dated this [] day of [] 2009

[Name]
NRIC/ Passport No. []
[Designation, Organisation Name]
[address]

For and on behalf of:

[Organisation Name]
[address]

Witness to the above signature:

Name:
Title

THE COMPANIES ACT (CAP. 50)
PUBLIC COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
SINGAPORE INTERNET EXCHANGE LIMITED

TABLE "A"

Table "A"
Not To Apply

1. The regulations in Table "A" in the Fourth Schedule to the Act shall not apply to the Company but the following shall, subject to repeal, addition and alteration as provided by the Act or these Articles, be the regulations of the Company.

INTERPRETATION

Interpretation

2. In these Articles, the words standing in the first column of the Table below shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

"Act"	The Companies Act (Cap. 50) or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other act for the time being in force concerning companies and affecting the Company and any reference to any provision of the Act is to that provision as so modified, amended or re-enacted or contained in any such subsequent Companies Act.
"Articles"	These Articles of Association of the Company for the time being in force, as originally framed or as altered from time to time by Special Resolution.
"Company"	The abovenamed Company by whatever name from time to time called.
"Directors" or "Board"	The Directors for the time being of the Company as a body and includes any person acting as a director, or a quorum of the Directors present at a meeting of the Directors.
"IDA"	Info-communications Development Authority of Singapore (or if IDA changes its name, such other name as may be adopted from time to time).
"Member"	A Member of the Company as defined in the Act.
"Month"	Calendar month.
"Office"	The Registered Office for the time being of the Company.
"Register"	The Register of Members.
"Seal"	The Common Seal of the Company or in appropriate cases the Official Seal.
"Secretary"	The Secretary or Secretaries appointed under these Articles and shall

include any person entitled to perform the duties of Secretary temporarily.

“Singapore” The Republic of Singapore.

“Year” Calendar year.

- i. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, typewriting, and other modes of representing or reproducing words in a visible form.
- ii. Words denoting the singular shall include the plural and vice versa. Words denoting the masculine gender only shall include the feminine gender. Words denoting persons shall include corporations.
- iii. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act, the Interpretation Act (Cap. 1) or any statutory modification of the Act or the Interpretation Act in force at the date at which these Articles became binding on the Company.
- iv. The headnotes and marginal notes are inserted for convenience only and shall not affect the construction of these Articles.

OBJECTS

Company
Established For
Objects Stated
In Memorandum

3. The Company is established for the objects expressed in the Memorandum of Association.

BUSINESS

Any Object
Expressly Or By
Implication
Authorised May
Be Undertaken
By Directors

4. In accordance with the provisions of the Act but subject to any other written laws, the Company shall have full capacity, rights, powers and privileges to carry on or undertake any business or activity, do any act or enter into any transaction.

REGISTERED OFFICE

Place Of Office

5. The Office shall be at such place in the Republic of Singapore as the Directors shall from time to time determine.

MEMBERSHIP

Number Of
Members

6. The number of Members which the Company proposes to be registered is unlimited.

Membership

7. The following persons and none others shall be Members of the Company:
 - (a) such persons as subscribed to the Memorandum and Articles of Association before the registration thereof; and
 - (b) such other persons or corporations as may desire to be admitted to membership and who:
 - (i) may be elected by the Board to be members of the Company; or
 - (ii) comply with such procedures for membership as are set out by the Board from time to time.

Membership
Requirements

8. No party shall be admitted as a Member of the Company unless it satisfies the requirements of membership as may be resolved by the Members at a General Meeting.

- | | |
|---------------------------------------|--|
| Application | 9. Any person desiring to be admitted to Membership of the Company must sign and deliver to the Board an application for admission in such form as the Board may from time to time prescribe, together with such entrance fee as stipulated from time to time by the Board. The Board shall decide whether to admit the applicant as a Member after receiving its application and shall inform the applicant of its decision. |
| Privileges Of Member Not Transferable | 10. The privileges of a Member shall not be transferable and shall cease in the event of a Member's bankruptcy or liquidation. A Member may also terminate his Membership with the Company by giving to the Company one (1) month's notice in writing to that effect in such form as the Board may require. |
| Members To Further Objects | 11. Every Member shall observe all rules or regulations of the Company made pursuant to the powers granted to the Board by these Articles. |
| Admission Of Members | 12. A person eligible to become a Member of the Company shall become a Member upon agreeing in writing to be bound by these Articles of Association. |
| Removal Of Member | 13. The Board shall have the absolute discretion to remove any Member of the Company who in the reasonable opinion of the Board is guilty of conduct derogatory to the dignity or injurious to the reputation or interest of the Company or is in the reasonable opinion of the Board deemed unsuitable or undesirable to continue to be a Member of the Company. A Member so removed shall cease to be a Member of the Company. |

GENERAL MEETINGS

- | | |
|--|---|
| Annual General Meeting | 14. The Company shall in each Year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that Year and shall specify the meeting as such in the notices calling it. Not more than fifteen (15) months shall elapse between the date of one Annual General Meeting and that of the next; provided always that so long as the Company holds its first Annual General Meeting within eighteen (18) months of its incorporation, it need not hold it in the Year of its incorporation or in the following Year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. |
| Extraordinary General Meetings | 15. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. |
| Calling For Extraordinary General Meetings | 16. The Directors may whenever they think fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on such requisition or in default may be convened by such requisitionist as provided for by Section 176 of the Act. |
| | 17. If at any time there are not within the Republic of Singapore sufficient Directors capable of action to form a quorum at a meeting of Directors, any Director may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which such a meeting may be convened by the Directors. |
| Time And Place Of Meeting | 18. The time and place of any meeting shall be determined by the convenors of the meeting. |

NOTICE OF GENERAL MEETINGS

- | | |
|--------------------|--|
| Notice Of Meetings | 19. Any General Meeting at which it is proposed to pass a Special Resolution or a resolution of which special notice has been given to the Company shall be called by twenty-one (21) days' notice in writing at the least and any other General Meeting by fourteen (14) days' notice in writing at the least shall be given in the manner hereinafter mentioned to such persons as are under the provisions of these Articles entitled to receive notices of General Meetings from the Company, but with the consent of all persons for the time being entitled as aforesaid, a meeting may be convened in such manner as such persons may approve. Provided that a General Meeting, notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed: |
|--------------------|--|

- (a) in the case of an Annual General Meeting, by all the Members entitled to attend and

vote thereat; and

- (b) in the case of an Extraordinary General Meeting, by that number or majority in number of the Members having a right to attend and vote thereat as is required by the Act.

20. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. Provided also that the accidental omission to give notice to, or the non-receipt by any person entitled thereto shall not invalidate the proceedings at any General Meeting.

Contents Of Notice

21. Every notice calling a General Meeting shall specify the place, the day and the time of meeting, and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of him and that a proxy need not be a Member.

Business Deemed Special Business

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an annual General Meeting with the exception of the consideration of the accounts, balance sheets and reports (if any) of the Directors and Auditor, the fixing of the remuneration of Directors and the appointment of and the fixing of the remuneration of the Auditor and Directors, which shall be deemed routine business.

Notice To Specify Nature Of Special Business

23. In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of the business; and if any resolution is to be proposed as a Special Resolution or as requiring special notice, the notice shall contain a statement to that effect.

PROCEEDINGS AT GENERAL MEETINGS

Quorum

24. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Except as herein otherwise provided, ten (10) Members or fifty per cent (50%) of the total number of Members in the Company at the time of the Meeting rounded up, whichever is lower, who are present in person shall form a quorum. For the purposes of this regulation "Member" includes a person attending by proxy or by attorney and a corporation being a Member shall be deemed to be personally present if represented in accordance with the provisions of Section 179(3) of the Act. Unless otherwise specified in the Act or the Articles, questions arising at any meeting of the Members shall be decided by a simple majority of votes.

Adjournment If Quorum Not Present

25. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened on the requisition of Members shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine. If at such adjourned Meeting a quorum is not present within fifteen (15) minutes from the time appointed for holding the Meeting, the Meeting shall be dissolved. No notice of such adjourned Meeting as aforesaid shall be required to be given to the Members. The quorum requirements at the adjourned Meeting is to be the same as that at the original Meeting.

Chairman

26. The Chairman (if any) of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen (15) minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the Members present shall choose some director, or if no Director be present, or if all the Directors present decline to take the chair, one of themselves to be Chairman of the meeting.

- Adjournment By Chairman
27. The Chairman of the meeting may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- Method Of Voting
28. At every General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by the Members entitled to vote and present in person or by proxy, unless before or upon the declaration of the result of the show of hands, a poll be demanded by:
- (a) the Chairman of the meeting;
 - (b) at least three (3) Members present in person or by proxy, and entitled to vote; or
 - (c) any Member or Members present in person and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
29. Unless a poll be so demanded (and the demand be not withdrawn), a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution. A demand for a poll may be withdrawn before the poll is taken but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- Equality Of Votes
30. In the case of an equality of votes whether on a show of hands or on a poll as aforesaid, the Chairman shall be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled as a Member.
- Time For Taking A Poll
31. If a poll is demanded as aforesaid (and the demand not be withdrawn), it shall be taken at such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise (not being more than thirty days from the date of the Meeting) and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. In case of any dispute as to the admission or rejection of a vote the Chairman shall determine the same and such determination made in good faith shall be final and conclusive.
- Method Of Taking Poll
32. If a poll be duly demanded (and the demand be not withdrawn) it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman may direct and the result of a poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. The Chairman may, and if so requested shall, appoint scrutineers and may adjourn the Meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
- Continuance Of Business
33. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- No Poll
34. No poll shall be demanded on the election of a Chairman of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting and without adjournment.
- Resolutions In Writing
35. Subject to the provisions of the Act, a resolution in writing signed by every Member entitled to vote or being a corporation by its duly authorized representative, shall have the same effect and validity as an Ordinary Resolution of the Company passed at a General Meeting duly convened, held and constituted, and may consist of several documents in the like form, each signed by one (1) or more of such Members.
- Error In Counting Votes
36. If at any General Meeting any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and be of sufficient magnitude, in the opinion of the Chairman to vitiate the result of the voting.

IDA May
Attend General
Meeting

37. IDA shall be entitled to receive notice of and attend General Meetings but shall not be entitled to vote thereat.

VOTES OF MEMBERS

Voting Rights
Of Members

38. Subject to these Articles and any rules of the Company regulating Members and on a show of hands, every Member entitled to vote and who is present in person or by proxy or attorney or in the case of a corporation by a representative shall have one (1) vote and on a poll every such Member shall have one (1) vote.

Voting Rights
Of Members Of
Unsound Mind

39. If any Member is of unsound mind, he may vote by his legal representative and such legal representative may give his votes by proxy, but no person claiming to vote pursuant to this Article shall do so unless such evidence as the Directors may require of his authority shall have been deposited at the Office not less than forty-eight (48) hours before the time for holding the meeting at which he wishes to vote.

Right To Vote

40. Save as herein expressly provided, no person other than a Member duly registered shall be entitled to be present or to vote on any question at any General Meeting, either personally or by proxy or by attorney or in the case of a corporation, by a representative and to be reckoned in a quorum.

Objections

41. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

Votes On A Poll

42. On a poll, votes may be given either personally or by proxy or by attorney or in the case of a company by its representative and a person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses in the same way.

Votes By Proxy

43. Votes may be given either personally or by proxy or by attorney or in the case of a corporation by its representative and a person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses in the same way. A proxy, attorney or representative need not be a Member of the Company.

Vote By
Corporate
Member

44. Any corporation which is a Member of the Company may, by resolution of its Directors, authorise any person to act as its representative at any meetings of the Company; and such representative shall be entitled to exercise the same powers on behalf of the corporation as the corporation would exercise if it were an individual Member of the Company.

Instrument Of
Proxy

45. Without prejudice to Article 46 herein, an instrument appointing a proxy shall be in the following form with such variations if any as circumstances require or in such other form as the Directors may accept and shall be deemed to include the right to demand or join in demanding a poll:

SINGAPORE INTERNET EXCHANGE LIMITED

I/We, [] of [] being a Member/Members of the abovenamed company, hereby appoint [], of [], or failing him, [] of [], as my/our proxy to vote for me/us on my/our behalf at the [Annual or Extraordinary, as the case may be] General Meeting of the Company, to be held on the [] day of [], and at any adjournment thereof.

Signed this day of []

*in favour of

This form is to be used ----- the resolution.
against

* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit).

46. An instrument appointing a proxy shall be in such form as the Board may approve from time to time, and shall be deemed to confer authority to demand or join in demanding a poll.
- Appointment Of Proxies 47. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or in some other manner approved by the Directors.
- Witness Of Instrument Of Proxy 48. An instrument appointing a proxy executed in the Republic of Singapore does not need to be witnessed. The signature to an instrument appointing a proxy executed outside the Republic of Singapore shall be attested by a Solicitor, Notary Public, Counsel or Magistrate but the Directors may from time to time waive or modify this requirement either generally or in a particular case or cases.
- Instrument Appointing Proxy Valid At Adjourned Meeting 49. An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the Meeting as for the Meeting to which it relates.
- Deposit Of Instrument Of Proxy 50. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the Office or at such other place within the Republic of Singapore as is specified for that purpose in the notice convening the meeting at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be and shall not be treated as valid unless the Directors otherwise determine.
- Death Or Insanity Of Member 51. Unless otherwise directed by the Chairman, a vote given in accordance with the terms of an instrument of proxy (which for the purposes of these Articles shall also include a power of attorney) shall be treated as valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed. Provided always that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Office (or such other place as may be specified for the deposit of instruments appointing proxies) before the commencement of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for the taking of the poll) at which the proxy is used.

RESERVED MATTERS

- Matters Requiring A Special Resolution Of Members And/Or IDA 's Approval 52. Any of the following Reserved Matters shall not take effect until approved by a special majority resolution comprising seventy-five per cent (75%) of Members' votes taken at a General Meeting:
- (a) if a receiving order is made against the Company or it makes any arrangement or composition with its creditors;
 - (b) any resolution to wind up the Company, the filing of a petition for winding up of the Company or the making of any settlement with creditors generally or any application for an administration order or for the appointment of a receiver or an administrator in respect of the Company;
 - (c) any change in or re-organisation of the Company otherwise as provided in the Articles;
 - (d) any significant change in or re-organisation of the nature, scope or location (including moving any business currently conducted in Singapore outside of Singapore) of the Company's business (including the objects and powers as set out in the Articles);
 - (e) the entry into or termination by the Company of any material contract or any contract which is outside the ordinary course of business or the commencement of any litigation, where such relevant matter is in excess of Singapore Dollars Five Hundred Thousand (S\$500,000);

- (f) a change of name of the Company;
- (g) the determination of any of the Directors' remuneration, including any additional remuneration for special services or services performed outside the ordinary duties of a Director;
- (h) transfer, disposal, assignment, sale or creation of security of the whole or part of the Company's undertaking or assets;
- (i) the setting of or change in any entrance fees applicable in the Company;
- (j) any other business or businesses that the Company may undertake; and
- (k) rights of the Company to transfer or terminate its licence.;

53. Notwithstanding anything in these Articles, none of the following shall take effect until approved by a special majority resolution comprising seventy-five per cent (75%) of Members' votes taken at a General Meeting and approved by IDA in writing:

- (a) the pricing mechanism for any fees payable by operators for connecting to the Internet Exchange points established by the Company;
- (b) any amendment to the Company's Memorandum of Association or the Articles; and .
- (c) the composition and members on the Board and appointment of the Chairman of the Board.

DIRECTORS

Appointment Of
Directors

54. Subject to Article 53(c), there shall be Directors of the Company who shall be appointed by the Members at a General Meeting.

55. No person shall be eligible for election to the office of Director at any General Meeting unless a notice in writing signed by a Member of his intention to propose such person for election; and a notice signed by such person indicating his willingness to be elected are left at the Office of the Company not less than fourteen (14) days nor more than twenty-one (21) days before the date appointed for the meeting.

56. Subject to the provisions of Section 145 of the Act, all Directors appointed shall be natural persons. The number of Directors for the time being shall be determined by the Board but shall at no time be less than three (3) or exceed nine (9).

57. Only persons employed by a Member of the Company at the moment of their appointment can be appointed as a Director. The Board Chairman of the Company shall not be Managing Director. No more than half of the Directors shall also be employees of the Company.

Notice Of
Meeting

58. A Director need not be a Member of the Company, but shall be entitled to receive notice of and to attend all General Meetings of the Company.

First Directors

59. The first Directors, Chairman and Deputy Chairman of the Board shall be subject to approval by IDA. The functions of the first Directors shall include without limitation:

- (a) to convene the first General Meeting pursuant to Section 176 of the Act for purposes of passing the Special Resolution adopting these Articles;
- (b) to convene the second General Meeting (being the first Annual General Meeting) for purposes of electing Directors of the Company;
- (c) to admit Members in accordance with the requirements of these Articles during the period between the closure of the aforesaid first General Meeting and the aforesaid

second General Meeting; and

- (d) to accept notices of termination delivered to any member of the Board of first Directors, such acceptance may be made by any member of the Board of first Directors receiving such notice.

Re-Election Of
Directors At
AGM

60. All Directors shall be eligible to stand for re-election at every Annual General Meeting.

Disclosure Of
Interest In
Transactions

61. A Director who is in any way either directly or indirectly interested in a transaction or proposed transaction with the Company or holds any office or property which might create duties or interests in conflict with his duties as a Director, shall declare the nature of his interest at a meeting of the Directors in accordance with Section 156 of the Act. Such a Director shall not be entitled to vote in respect of any contract or arrangement in which he is interested and he shall not be taken into account in ascertaining whether a quorum is present but this Article shall not apply to:

- (a) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company; or
- (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (c) any contract or arrangement with any other company in which he is interested only as a director or other officer or creditor of or as a shareholder in or beneficially interested in the shares of that company.

62. A Director, notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any executive office or other office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment are considered, and he may vote on any such matter other than in respect of his own appointment or the arrangement of the terms thereof.

63. The provisions of this Article may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction, and any particular contract arrangement or transaction carried out in contravention of this Article may be ratified by Ordinary Resolution of the Company.

REMOVAL OF DIRECTORS

Removal Of
Directors

64. The Company may by Ordinary Resolution, of which notice has been given to all Members entitled to receive notices, remove any Director from office notwithstanding anything in these Articles or in any agreement between the Company and such Director.

Appointment Of
Replacement
Directors

65. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under the immediately preceding Article.

Vacation Of
Directors

66. The office of a Director shall be vacated:

- (a) if a receiving order is made against him or he makes any arrangement or composition with his creditors;
- (b) if he becomes incapable by reason of mental disorder, illness or injury, of managing and administering his property and affairs;
- (c) if he absents himself from two (2) consecutive meetings of the Directors, without giving prior notification to the Board of such absence, and the Board passes a

resolution that he has by reason of such absence vacated office;

- (d) if by notice in writing to the Company he resigns his office, subject to Section 145 of the Act;
- (e) if he is prohibited from being a Director by any order made under the Act;
- (f) If he is removed from office pursuant to a resolution passed under the provisions of these Articles;
- (g) If he were requested in writing by a majority of the other Directors for the time being to vacate office;
- (h) If he ceases to be a Director by virtue of any of the provisions of the Act or these Articles; or
- (i) If he is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by the Act.

67. A vacated Director may be eligible for re-election pursuant to Articles 54 and 55 above.

ALTERNATE DIRECTORS

Appointment Of
Alternate
Directors

- 68. Subject to the approval of the Board, any Director may at any time by writing under his hand and deposited at the Office or by facsimile sent to the Secretary appoint any person to be his Alternate Director and may in like manner at any time terminate such appointment. Any appointment or removal by facsimile shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile.
- 69. A Director or any other person may act as an Alternate Director to represent more than one (1) Director and such Alternate Director shall be entitled at Directors' meetings to one (1) vote for every Director whom he represents in addition to his own vote if he is a Director.
- 70. The appointment of an Alternate Director shall ipso facto determine on the happening of any event which if he were a Director would render his office as a Director to be vacated and his appointment shall also determine ipso facto if his appointor ceases for any reason to be a Director.
- 71. An Alternate Director shall be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally, if his appointor is absent from Singapore or is otherwise unable to act as such Director, to perform all functions of his appointor as a Director (except the power to appoint an Alternate Director) and to sign any resolution in accordance with the provisions of Article 79.
- 72. An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being under these Articles but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote provided that he shall not constitute a quorum under Article 74 if he is the only person present at the meeting notwithstanding that he may be an Alternate to more than one (1) Director.
- 73. An Alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

PROCEEDINGS OF DIRECTORS

- Meetings Of Directors And Quorum
74. The Directors or any Committee of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, sixty per cent (60%) of the total number of Directors rounded up shall constitute a quorum. A meeting of the Directors at which a quorum is present shall be competent to exercise all of the powers and discretions for the time being exercisable by the Board. A quorum must be maintained throughout the meeting. Questions arising at any meeting of the Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.
- Convening Meetings
75. A Director may, and on the request of a Director, the Secretary shall at any time summon a meeting of the Directors by notice of no less than five (5) days served upon the several Members of the Board.
- Chairman And Deputy Chairman
76. The Directors or any Committee of the Directors may from time to time, elect a Chairman and if desired, a Deputy Chairman, and shall determine the period for which he is or they are to hold office. The Deputy Chairman will perform the duties of the Chairman during the Chairman's absence for any reason. The Chairman, and in his absence the Deputy Chairman, shall preside as Chairman at meetings of the Directors, but if no such Chairman or Deputy Chairman be elected or if at any meeting the Chairman or the Deputy Chairman be not present within five (5) minutes after the time appointed for holding the same, a substitute for that meeting shall be appointed by such meeting from among the Directors present.
- Continuing Director To Act
77. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to these Articles or the Act, the continuing Directors or Director may act for the purpose of appointing sufficient Directors to bring the Board up to that number or of summoning a General Meeting of the Company notwithstanding that there shall not be a quorum, but for no other purpose. If there be no Directors or Director able or willing to act, then any two Members may summon a General Meeting for the purpose of appointing Directors.
- Validity Of Acts Of Directors In Spite Of Formal Defect
78. All acts done by any meeting of Directors or of a Committee of Directors or by any person acting as Director shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were or was disqualified to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
- Resolutions In Writing
79. A resolution in writing signed by a majority of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors or of a Committee of the Directors. Any such resolution may be contained in a single document or may consist of several documents all in like form. For the purpose of this Article, "in writing" and "signed" include approval by facsimile.
- Meetings Via Electronic Means
80. The meetings of Directors may be conducted by means of telephone conference or other methods of simultaneous communication by electronic, telegraphic or other similar means by which all persons participating in the meeting are able to hear and be heard by all the other participants without the need for physical presence. The minutes of such a meeting signed by the Chairman of the meeting shall be conclusive evidence of any resolution of any meeting so conducted.
- Directors Participating In Electronic Meetings Counted Towards Quorum
81. The Directors participating in any such meeting shall be counted in the quorum for such meeting and, subject to there being a requisite quorum under these Articles, all resolutions agreed by the Directors in such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Directors duly convened and held. A meeting conducted by means of a telephone conference or a video conference telephone or similar communications equipment as aforesaid is deemed to be held at the place agreed upon by the Directors attending the meeting, provided that at least one (1) of the Directors present at the meeting was at that place for the duration of the meeting.
- Participation Of Director Must Be Made
82. In the case of a meeting which is not held in person, the fact that a Director is taking part in the meeting must be made known to all the other Directors taking part, and no Director may

Known disconnect or cease to take part in the meeting unless he makes known to all other Directors taking part that he is ceasing to take part in the meeting. A quorum must be maintained throughout the meeting not held in person.

Minutes 83. The Directors shall cause proper minutes to be made in books to be provided for the purpose of all the proceedings of all meetings of Directors and Committees of Directors and of the attendances thereat and of the proceedings of all meetings of the Company and all business transacted, resolutions passed and orders made at such meetings and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting of the Company or Directors or Committee as the case may be, shall be sufficient evidence without any further proof of the facts therein stated.

POWERS AND DUTIES OF DIRECTORS

Directors' General Power To Manage

84. The management of the business of the Company shall be vested in the Directors who (in addition to the powers and authorities by these Articles or otherwise expressly conferred upon them) may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and these Articles and to any bye-laws or regulations being not inconsistent with the said provisions and Articles as may be prescribed by the Company in General Meeting. Provided that no bye-laws or regulations made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such bye-laws or regulation had not been made. Provided that the Directors shall not carry into effect any proposals for disposing of the whole or substantially the whole of the Company's undertaking or property unless those proposals have been approved in General Meeting.

85. Subject to the other Articles and without prejudice to the general powers conferred in the immediately preceding Article and to the other powers conferred by the other Articles, the Board shall be entrusted with the following powers, namely:

- (a) to pay the costs, charges and expenses preliminary and incidental to the formation and establishment of the Company and matters incidental thereto;
- (b) to purchase or otherwise acquire for the Company any property, right or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit;
- (c) to raise or borrow money for the purposes of the Company from any person, corporation or other body and may with the approval of IDA secure the repayment of the same together with any interest and premium thereon, by mortgage or charge upon the whole or any part of the assets and property of the Company, present and future, and to issue bonds, debentures, or debenture stock, either charged upon the whole or any part of the assets and property of the Company or not so charged, and in connection therewith to take out and keep on foot sinking fund or redemption policies;
- (d) At their discretion to pay for any property or rights acquired by or services rendered to the Company either wholly or partially in cash or in bonds, debentures, or other securities of the Company;
- (e) With the approval aforesaid to secure the fulfilment of any contracts or engagements entered into by the Company by Mortgage or charge of all or any of the property and rights of the Company or in such manner as they may think fit;
- (f) To suspend and subsequently to reinstate at their discretion any of the Members and in any manner as they may from time to time think fit, provided that such power of suspension shall be exercised objectively;
- (g) To appoint and at their discretion, remove or suspend such officers and other staff for permanent, temporary or special services as they may from time to time think fit, and

to determine their duties and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit;

- (h) To delegate to any officer all such of its administrative powers as aforesaid as it may deem necessary for the full and proper administration of the affairs of the Company;
- (i) To determine who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents;
- (j) From time to time to appoint any corporation, firm, person or body of persons to be the attorney or attorneys of the Company in any part of the world for such purposes and with such powers, authorities and discretions, and subject to such conditions as may be thought fit;
- (k) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company;
- (l) To refer any claims or demands by or against the Company to arbitration and observe and perform the awards; and
- (m) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.

Power To Make,
Alter Or Revoke
Bye-Laws

86. The Directors shall have power to seek consultation, make, alter or revoke bye-laws or terms of reference for carrying on or administering the business and affairs of the Company, and that the bye-laws or terms of reference from time to time in force shall not be repugnant to the Memorandum of Association or these Articles and that without a special resolution, no bye-law or terms of reference shall have any validity or effect which would amount to or involve such an alteration of or addition to these Articles as could only legally be made by special resolution. Notice of any suggested alterations or revocations of or additions to any bye-laws or regulations shall be given to every Director in the agenda for the Board meeting at which the question is to be considered and no such alteration, revocation or addition shall have force until it has been confirmed by a resolution at the meeting of the Board.

Power To
Delegate To
Committees

87. The Directors may delegate any of their powers to a Management Team or such Committees consisting of such persons as they think fit or to a Director as deemed appropriate. Where the delegation is to a Committee, the Chairman of any such Committee shall be a Director. If at any meeting the Chairman is not present, the members of the Committee present may choose one (1) of their number to chair the meeting. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon them by the Board.

Proceedings Of
Committees

88. The meetings and proceedings of any Committee formed consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.

Power To
Appoint
Attorneys

89. The Directors may, at any time, and from time to time, by power of attorney under the Seal, appoint any person, firm or company whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles), and for such period and subject to such conditions as the Directors may from time to time think fit, and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorney as the Directors may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

Signing Of
Cheques And
Bills

90. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments in which the Company is in any way concerned or interested and all receipts for

moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine provided always that no less than two (2) Directors' signatures shall be required for such execution to be valid.

SECRETARY

Appointment
And Removal
Of Secretary

91. The Secretary or Joint Secretaries shall and a Deputy or Assistant Secretary or Secretaries may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary, Joint Secretaries, Deputy or Assistant so appointed may be removed by them without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. The appointment and duties of the Secretary shall not conflict with the provisions of the Act and in particular Section 171 thereof.

Only Director
And Secretary
Can Act

92. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting as Director and as or in place of the Secretary.

Joint Secretaries

93. A provision of the Act or these Articles requiring or authorising a thing to be done by or to the Secretary shall be satisfied by its being done by or to one or more of the Joint Secretaries if any for the time being appointed by the Directors.

THE SEAL

Use Of Seal

94. The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Directors or of a Committee of the Directors authorised by the Directors in that behalf; and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

Official Seal
Overseas

95. The Company may exercise all the powers conferred by the Act to have an official seal for use abroad and such official seal shall be affixed by the authority and in the presence of and the instruments sealed therewith shall be signed by such persons as the Directors shall from time to time by writing under the Seal appoint.

AUTHENTICATION OF DOCUMENTS

Power To
Authenticate
Documents

96. Any Director or the Secretary or any person appointed by the Directors for the purpose, shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office, the local manager and other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

Certified Copies
Of Resolution
Of The
Directors

97. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of Directors which is certified as such in accordance with the provisions of the last preceding Article, shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

RESERVES

Power To Set
Aside Profits As
Reserve

98. The Directors may from time to time set aside out of the profits of the Company such sum or sums as they think proper as a reserve fund which shall at the discretion of the Directors be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining any works connected with the business of the Company and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve fund into separate funds for special purposes as they think fit and may consolidate into one fund any separate funds or any parts of any separate funds into which the reserve may have been divided. The Directors may also

without placing the same to reserve, carry forward any profits which they may think it not prudent to divide.

MINUTES AND BOOKS

- | | |
|------------------------------------|--|
| Minutes | 99. The Directors shall cause minutes to be made in books to be provided for the purpose: <ul style="list-style-type: none"> (a) of all appointments of officers made by the Directors; (b) of the names of the Directors present at each meeting of Directors and of any Committee of Directors; (c) of all orders made by the Directors or a Committee thereof; and (d) of all resolutions and proceedings at all Meetings of the Company and of any class of Members, of the Directors and of the Committees of Directors. |
| Keeping Of Registers, Etc | 100. The Directors shall duly comply with the provisions of the Act and in particular the provisions with regard to registration of charges created by or affecting property of the Company, with regard to keeping a Register of Directors, Managers, Secretaries and Auditors, the Register, a Register of Mortgages and Charges and with regard to the production and furnishing of copies of such Registers of the Company. |
| Form Of Registers, Etc | 101. Any register, index, minute book, book of accounts or other book required by these Articles or by the Act to be kept by or on behalf of the Company, may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating discovery. |
| ACCOUNTS | |
| Directors To Keep Proper Accounts | 102. The Directors shall cause proper books of accounts and other records to be kept as are necessary to comply with the provisions of the Act and shall cause those records to be kept in such manner as to enable them to be conveniently and properly audited, and in particular (but without limitation), with respect to: <ul style="list-style-type: none"> (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place; (b) all sales and purchases of goods by the Company; and (c) the assets and liabilities of the Company. |
| True And Fair View | 103. Such books of account shall give a true and fair view of the state of the Company's affairs and explain its transactions. |
| Location Of Books Of Accounts | 104. The books of account shall be kept at the Office, or, subject to Section 199 of the Act, at such other place or places as the Directors think fit and shall always be open to the inspection of the Directors. |
| Inspection | 105. The accounts and books containing the Minutes of General Meetings shall be kept at the Office of the Company or the principal place of business in Singapore of the Company and upon request by a Member or Members giving no less than three (3) working days' notice, shall be open to the inspection of such Member or Members. |
| Preparation And Laying Of Accounts | 106. The Directors shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets and reports as may be necessary. |
| Copies Of Accounts | 107. A copy of every balance sheet and profit and loss account (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting |

together with a copy of the Auditors report relating thereto and of the Directors' report, shall not less than fourteen (14) days before the date of the meeting be delivered or sent by post to every Member of the Company, and to every other person who is entitled to receive notice from the Company under the provisions of the Act or these Articles. Provided always that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

AUDIT AND AUDITORS

- | | |
|---|--|
| Regulation Of Auditors | 108. Auditors shall be appointed, and their duties regulated in accordance with the provisions of the Act. |
| Auditor's Rights To Documents | 109. Every Auditor of the Company shall have a right of access at all times to the accounting and other records of the Company and shall make his report as required by the Act. |
| Acts Of Auditors Valid Despite Defect In Appointment | 110. Subject to the provisions of the Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment. |
| Auditor's Right To Receive Notice And Attend Meetings | 111. The Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting to which any Member is entitled and to be heard at any General Meeting on any part of the business of the Meeting which concerns them as Auditors. |

NOTICES

- | | |
|---|--|
| Service Of Notice | 112. A notice or other document may be served by the Company upon any Member, either personally, or by sending it through the post in a prepaid letter, envelope or wrapper, or by facsimile or e-mail, addressed to such Member at his registered address or where such address is outside Singapore to such address or to any other address as might have been previously notified by the Member concerned to the Company, or in such other manner as may be permitted by the Act. |
| Testing And Verification Of Notices | 113. Any notice or other communication served under any of the provisions of these Articles on or by the Company or any officer of the Company may be tested or verified by telephone or such other manner as may be convenient in the circumstances, but the Company and its officers are under no obligation so to test or verify any such notice or communication. |
| Service On Overseas Members | 114. Any Member described in the Register of Members by an address not within the Republic of Singapore who shall from time to time give the Company an address within the Republic of Singapore at which notices may be served upon him shall be entitled to have served upon him at such address any notice to which he would be entitled under these Articles but, save as aforesaid, no Member other than a Member described in the Register of Members by an address within the Republic of Singapore shall be entitled to receive any notice from the Company. |
| Service Of Other Documents Apart From Notice Service On Company | 115. Any document other than a notice requiring to be served on a Member, may be served in like manner as a notice may be given to him under these Articles. Subject to the provisions of these Articles, the signature to any such notice or document may be written or printed. |
| When Service Effected | 116. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company may be sent or served by leaving the same or sending it through AR mail in a prepaid letter, addressed to the Company or to such officer at the Office respectively. |
| | 117. Any notice or other document shall be deemed to have been served (except service on the Company), if delivered personally to the Member, at the time when it is so delivered, if served by post, on the fourth (4th) day after despatch and, if served by facsimile, twenty-four (24) hours after despatch, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post as a prepaid |

letter or that a facsimile was properly addressed and transmitted or that a cable was properly addressed and handed to the relevant authority for despatch.

Signature On Notice 118. Any notice on behalf of the Company or of the Directors shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company, whether such signature is printed or written.

Day Of Service Not Counted 119. When a given number of days' notice or notice extending over any other period is required to be given the day of service shall not, unless it is otherwise provided or required by these Articles or by the Act, be counted in such number of days or period.

Notice Of General Meeting 120. Notice of every General Meeting shall be given in manner hereinbefore authorised, to every Member and the Auditor for the time being of the Company. No other person shall be entitled to receive notices of General Meetings.

Notice Of Meetings Of Directors Or Any Committee Of Directors 121. The provisions of Articles 110, 115, 116 and 117 shall apply mutatis mutandis to notices of meetings of Directors or any Committee of Directors.

INDEMNITY AND INSURANCE

Indemnity Of Directors And Other Officers 122. Subject to the provisions of the Act, every Director, Managing Director, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability by him in defending any proceedings whether civil or criminal which relates to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 391 of the Act in which relief is granted to him by the Court.

123. Subject to the Act, Company may purchase and maintain for any Member of the Board insurance cover against any liability which may attach to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company, and against all costs, charges, losses, expenses and liabilities incurred by him and for which he is entitled to be indemnified by the Company under Article 122 above.

124. Without prejudice to the generality of the foregoing, no Director, Manager, Secretary or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or left or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own negligence, wilful default, breach of duty or breach of trust.

SECRECY

Secrecy 125. No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trade or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it will be inexpedient in the interest of the Members to communicate to the public save as may be required by law.

DISSOLUTION

Dissolution 126. Any decision by any of the Members to dissolve the Company shall be subject to IDA's approval. Without prejudice to the foregoing, if upon the winding-up or dissolution of the Company, there remains, after the satisfaction of all of its debts and liabilities, any monies or

property whatsoever, the same shall be disposed of in such manner as the Members may determine at General Meeting.

INCOME AND PROPERTY

Application

127. The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as are herein specified and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to its Members.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any Director, officer or servant of the Company or any Member thereof, in return for any service actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding the current bank rate on fixed deposits on money lent to the Company by a Member nor payment of reasonable and proper rent for premises demised of let by a Member to the Company.

ENGLISH LANGUAGE

Language To Be Used

128. The language of communication between the Company and its Members and within the Company shall be English and the English text of the Memorandum and Articles of Association is the only official text.

DRAFT