

This Mutual Non-Disclosure Agreement (this "**Agreement**") is made on _____,

BY AND BETWEEN:

(1) _____, (company registration no. _____), a company incorporated under the laws of Singapore with its registered office at _____;

AND

(2) _____ (company registration no. _____), a company incorporated under the laws of _____ with its registered office at _____;

(collectively, the "**Parties**", and each, a "**Party**").

WHEREAS:

- (A) The Parties wish to disclose to each other certain Confidential Information (as defined herein below) in respect of itself and/or its Affiliates, solely for the Business Purpose (as defined herein below).
- (B) The Parties wish to establish the terms governing the use and protection of Confidential Information disclosed to each other in the course of meetings, discussions, and negotiations.

NOW, THEREFORE, in consideration of the Business Purpose, and the mutual promises and covenants and other valuable consideration, the adequacy of which is acknowledged, it is hereby agreed by and between the Parties as follows:

1. DEFINITIONS

1.1 In this Agreement, unless the subject or context otherwise requires the following words and expressions shall have the following meanings:

"**Affiliate**" with respect to a specified person means a person that is directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the person specified;

"**Award**" shall have the meaning ascribed to it under Clause 23.4;