

SHAREHOLDERS' AGREEMENT

This Shareholders' Agreement (this "**Agreement**") is made on _____,

BY AND BETWEEN:

1) _____, (company registration number _____), a company incorporated in Singapore with its registered office at _____ (the "**Company**");

2)

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

WHEREAS:

- (A) The Company is a private company limited by shares incorporated in Singapore.
- (B) The Company is in the business of _____ the "**Business**").
- (C) As of the date of this Agreement, the Company has an issued and paid up capital of SGD comprising _____ Shares (as defined below).
- (D) To regulate the relationship of the Shareholders (as defined below) *inter se* as shareholders of the Company and in the conduct of the business and affairs of the Company in the spirit of mutual confidence and co-operation, the parties hereto have agreed to enter into this Agreement on the terms and conditions hereinafter set out.

IT IS HEREBY AGREED as follows:

1. DEFINITIONS AND INTERPRETATION

1.1. In this Agreement and in the Schedules unless the context requires otherwise:

"**Available Profits**" has the meaning ascribed to it in Clause **Error! Reference source not found.**;

"**Board**" means the board of directors, for the time being, of the Company;

"**Business**" shall have the meaning as set out in Recital B;

"**Chairman**" means the chairman of the Board at any given time;

"**Companies Act**" means the Companies Act, Chapter 50 of Singapore;

"**Confidential Information**" means any information which is proprietary and confidential to a party including but not limited to the terms and conditions of this Agreement, information concerning or relating in any way whatsoever to its distributorship, franchise or other arrangements, principals, any of the trade secrets or confidential operations, processes or inventions carried on or used by a party, any information concerning the organisation, business, finances, transactions or affairs of a party, dealings of a party, secret or confidential information which relates to the business or party or any of its principals', clients or customers' transactions