

CIRCULAR DATED 13 SEPTEMBER 2019

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

IF YOU ARE IN ANY DOUBT AS TO ITS CONTENTS OR THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

Unless otherwise stated, capitalised terms on this cover are defined in this Circular under the section entitled "DEFINITIONS".

If you have sold or transferred your Shares held through CDP, you need not forward this Circular, the Notice of EGM and the accompanying Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular, the Notice of EGM and the accompanying Proxy Form to be sent to the purchaser or the transferee. If you have sold or transferred all your Shares represented by physical share certificate(s), you should immediately forward this Circular, the Notice of EGM and the attached Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd., in accordance with Rule 226(2)(b) of the Catalist Rules.

This Circular has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Ms. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.



EINDEC CORPORATION LIMITED

(Company Registration No. 201508913H)
(Incorporated in the Republic of Singapore on 2 April 2015)

CIRCULAR TO SHAREHOLDERS

in relation to

**THE PROPOSED CHANGE OF AUDITORS OF THE COMPANY
FROM KPMG LLP TO MOORE STEPHENS LLP**

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	27 September 2019 at 10 a.m.
Date and time of EGM	:	30 September 2019 at 10 a.m.
Place of EGM	:	100H Pasir Panjang Road OC@Pasir Panjang #01-01 Singapore 118524

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DEFINITIONS

For the purposes of this Circular, the following definitions apply throughout unless otherwise requires or otherwise stated:

<i>"ACRA"</i>	:	Accounting and Corporate Regulatory Authority of Singapore
<i>"Audit Committee"</i>	:	The audit committee of the Company as at the date of this Circular, members of which comprise Mr. See Yen Tarn, Mr. Wong Chee Meng Lawrence and Mr. Jeffrey Ong Shen Chieh
<i>"Auditors"</i>	:	The auditors of the Company as appointed from time to time
<i>"Board" or "Board of Directors"</i>	:	The board of directors of the Company as at the date of this Circular
<i>"Catalist Rules"</i>	:	The Listing Manual Section B: Rules of Catalist of the SGX-ST, as amended, modified or supplemented from time to time
<i>"CDP"</i>	:	The Central Depository (Pte) Limited
<i>"Circular"</i>	:	This circular to Shareholders dated 13 September 2019
<i>"Companies Act"</i>	:	The Companies Act, Chapter 50 of Singapore, as may be amended, modified or supplemented from time to time
<i>"Company"</i>	:	Eindec Corporation Limited
<i>"Director"</i>	:	A director of the Company as at the date of this Circular
<i>"EGM"</i>	:	The extraordinary general meeting of the Company to be held on 30 September 2019 at 10 a.m. at 100H Pasir Panjang Road, OC@Pasir Panjang, #01-01 Singapore 118524, the notice of which is set out in the Notice of EGM
<i>"FY"</i>	:	The financial year ended or ending 31 December
<i>"Group"</i>	:	The Company and its subsidiaries
<i>"Latest Practicable Date"</i>	:	6 September 2019, being the latest practicable date prior to the printing of this Circular
<i>"KPMG"</i>	:	KPMG LLP
<i>"Moore Stephens"</i>	:	Moore Stephens LLP
<i>"Notice of EGM"</i>	:	Notice of EGM, on page 10 of this Circular
<i>"PRC"</i>	:	The People's Republic of China
<i>"Proposed Change of Auditors"</i>	:	The proposed change of auditors of the Company, from KPMG to Moore Stephens
<i>"SFA"</i>	:	The Securities and Futures Act (Chapter 289) of Singapore, as amended, modified or supplemented from time to time
<i>"SGX-ST"</i>	:	Singapore Exchange Securities Trading Limited
<i>"Share(s)"</i>	:	Ordinary share(s) in the capital of the Company
<i>"Shareholders"</i>	:	Registered holders of Shares, except where the registered holder is CDP, the term "Shareholders" shall, in relation to

DEFINITIONS

such Shares and where the context admits, mean the persons named as Depositors in the Depository Register and whose Securities Accounts maintained with CDP are credited with the Shares

Currencies, Units and Others

“S\$” : Singapore dollars, the lawful currency of the Republic of Singapore

“%” or “per cent” : Per centum or percentage

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

The term “**treasury shares**”, “**subsidiary**” and “**subsidiary holdings**” shall have the meanings ascribed to them respectively in the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and the neuter genders and *vice versa*. References to persons shall, where applicable, include corporations and limited liability partnerships.

Any reference in this Circular to “**Rule**” or “**Chapter**” is a reference to the relevant rule or chapter in the Catalist Rules.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, the Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act, the Catalist Rules, any statutory modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day and dates in this Circular is made by reference to Singapore time and dates, unless otherwise stated.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

LETTER TO SHAREHOLDERS

EINDEC CORPORATION LIMITED

(Company Registration No. 201508913H)
(Incorporated in the Republic of Singapore on 2 April 2015)

Directors:

Mr. Zhang Wei (*Non-Executive Chairman*)
Mr. See Yen Tarn (*Independent Director*)
Mr. Wong Chee Meng Lawrence (*Independent Director*)
Mr. Jeffrey Ong Shen Chieh (*Independent Director*)

Registered Office:

100H Pasir Panjang Road
OC @ Pasir Panjang
#01-01
Singapore 118524

13 September 2019

To: The Shareholders of Eindec Corporation Limited

Dear Sir/Madam,

THE PROPOSED CHANGE OF AUDITORS OF THE COMPANY FROM KPMG TO MOORE STEPHENS

1. INTRODUCTION

- 1.1 The Directors are convening an EGM to be held on 30 September 2019 to seek Shareholders' approval for the Proposed Change of Auditors.
- 1.2 The purpose of this Circular is to provide Shareholders with information pertaining to (including but not limited to the rationale for) the Proposed Change of Auditors, and to seek Shareholders' approval in respect of the same as an ordinary resolution at the EGM to be held on 30 September 2019 at 10 a.m. at 100H Pasir Panjang Road, OC@Pasir Panjang, #01-01 Singapore 118524, the notice of which is set out on page 10 of this Circular.
- 1.3 This Circular has been prepared solely for the purposes outlined above and may not be relied upon by any persons (other than Shareholders to whom this Circular is despatched to by the Company) or for any other purpose.
- 1.4 The SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular. If a Shareholder is in any doubts as to the contents of this Circular or the action he should take, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser(s) immediately.

2. THE PROPOSED CHANGE OF THE AUDITORS

2.1 Introduction

At the last annual general meeting of the Company held on 15 April 2019, Shareholders approved the re-appointment of KPMG as the auditors of the Company until the conclusion of the next annual general meeting of the Company. KPMG has been the auditors of the Company since FY2016.

2.2 Rationale

As part of ongoing good corporate governance initiative, the Directors are of the view that a change of auditors would enable the Company to benefit from fresh perspectives and views of another professional audit firm and further enhance the value of the audit. Further, as part of the Company's efforts to enhance operating cost efficiencies, the Board had reviewed fee proposals from various audit firms, and in consultation with the Audit Committee, has determined that the fee proposal from Moore Stephens is the most competitive. With the Proposed Change of Auditors, the Company expects savings of approximately S\$47,000 in audit fees as compared to the audit fees incurred for FY2018. The Company does not expect the reduction in cost to affect the quality of the audit to be undertaken and there will be no change in the scope of the audit to be undertaken with the Proposed Change of Auditors.

Having considered, *inter alia*, the number of staff in the audit engagement team, the relevant experience of and profile of the clientele of Moore Stephens and the engagement partner, seniority of the audit team members and the involvement of the incoming auditors, the Audit Committee is of the opinion that Moore Stephens is well suited to meet the existing needs and audit requirements of the Group and is likely to enhance the value of the audit.

In light of the above, the Company decided to change its Auditors and KPMG agreed to provide the Company with their resignation. KPMG had, in their letter dated 10 September 2019, given notice to the Directors of their resignation as Auditors of the Company and Moore Stephens had, on 10 September 2019, given their consent to act as Auditors of the Company.

Pursuant to Section 205AB(5) of the Companies Act, the resignation of KPMG will take effect upon the later of (a) the day (if any) specified for the purpose in the notice of resignation of KPMG; (b) the day on which ACRA notifies KPMG and the Company of ACRA's consent to the resignation; or (c) the day (if any) fixed by ACRA (the "**ACRA Consent**"). In addition, pursuant to Rule 712(3) of the Catalist Rules and Section 205AF of the Companies Act, the appointment of Moore Stephens as Auditors in place of KPMG must be specifically approved by Shareholders in a general meeting.

Accordingly, the appointment of Moore Stephens as Auditors of the Company will therefore take effect upon the later of (a) the date of approval of Shareholders at the EGM, and (b) the date of the ACRA Consent. Moore Stephens, if appointed, will hold office until the conclusion of the next annual general meeting of the Company.

2.3 Requirements under Rule 712 of the Catalist Rules

Moore Stephens is a firm of Chartered Accountants in Singapore registered with ACRA. The Directors, together with the Audit Committee, having considered various factors including, *inter alia*, the following:

- (i) the fee structure, the adequacy of the resources and experience of Moore Stephens;
- (ii) the experience of the audit engagement partner assigned to the audit of the Group;
- (iii) Moore Stephens' other audit engagements;
- (iv) the size and complexity of the Group's operations; and
- (v) the number and experience of the supervisory and professional staff assigned to the audit of the Company and the Group,

are of the opinion that, Moore Stephens will be able to meet the audit requirements of the Company and the Group at competitive fees without compromising the standard and effectiveness of the quality and scope of audit of the Company and the Group. Accordingly, Rules 712(1) and 712(2) of the Catalist Rules have been complied with.

LETTER TO SHAREHOLDERS

In accordance with Rule 712(3) of the Catalist Rules:

- (a) KPMG has confirmed to Moore Stephens that they are not aware of any professional reasons why Moore Stephens, being the successor Auditors of the Company, should not accept appointment as the new Auditors;
- (b) the Company has confirmed that there were no disagreements with KPMG on accounting treatments within the last 12 months up to the date of their resignation;
- (c) the Company has confirmed that it is not aware of any circumstances connected with the Proposed Change of Auditors that ought to be brought to the attention of Shareholders which has not been disclosed in this Circular;
- (d) the specific reasons for the Proposed Change of Auditors is in furtherance of good corporate governance initiatives and enhancing cost efficiencies for the Group as set out in Section 2.2 above; and
- (e) the Company has confirmed that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Moore Stephens as its new Auditors.

2.4 Requirements under Rule 715 of the Catalist Rules

Subject to the approval of Shareholders at the EGM for the Proposed Change of Auditors and the ACRA Consent, the Company will appoint Moore Stephens as Auditors of the Company and its subsidiaries as follows:

- (a) Eindex Holdings Pte. Ltd.;
- (b) Eindex Singapore Pte. Ltd.; and
- (c) Eindex Technology (Malaysia) Sdn. Bhd.

The Company intends to appoint BDO Limited to audit the accounts of its PRC subsidiary, Eindex (Shenzhen) Environmental Technology Co., Ltd. ("**Eindex SZ**"), whereas its other PRC subsidiaries, Eindex (Shanghai) Co., Ltd. and Henan Eindex Construction & Technology Co., Ltd. will not be audited as these subsidiaries are not significant.

The Board and the Audit Committee, having discussed with Moore Stephens and considered factors such as the adequacy of resources and experience of BDO Limited and its engagement director, and the size and complexity of Eindex SZ, are satisfied that the appointment of different audit firms will not compromise the standard and effectiveness of the audit of the Group. Accordingly, the Board confirms that Rule 715 of the Catalist Rules will be complied with.

2.5 Information on Moore Stephens and the Audit Engagement Partner

The information on Moore Stephens provided below was provided by Moore Stephens and their representatives to the Company. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

Moore Stephens is a firm of Chartered Accountants in Singapore registered with ACRA. It has been established in Singapore for more than 25 years and has 18 partners and directors, and staff strength of about 200. It has significant experience acting as auditors for companies listed on the SGX-ST.

Moore Stephens is an independent member of Moore Stephens International Limited, a global accountancy and advisory network with its headquarter in London. The network is represented by 614 independent member firms in 112 countries. The services provided by Moore Stephens include audit and assurance, advisory services, and risk management. Moore Stephens has relevant industry experience, servicing both public and private clients.

LETTER TO SHAREHOLDERS

Ms. Lao Mei Leng (“**Ms. Lao**”) will be the audit engagement partner assigned to the audit of the Group. Ms Lao has over 20 years’ experience in public accounting in Singapore. She provides audit and advisory services to a number of companies from various industries including manufacturing, property development or construction, shipping, transportation, charities, and hospitality. Her clients include a number of multinational corporations, public listed companies and government agencies.

Ms. Lao is currently the engagement partner of several companies listed on the SGX-ST with operations in various geographical locations including Australia, Indonesia, People’s Republic of China, Hong Kong and Singapore. Ms. Lao is a practicing member of the Institute of Singapore Chartered Accountants and a panel member of ACRA’s Practice Monitoring Sub-Committee.

The Audit Committee has enquired on whether Ms. Lao has been subject to the Practice Monitoring Programme review by ACRA. In this regard, the Audit Committee has noted that Ms. Lao has passed the Practice Monitoring Programme review by ACRA on her previous audit engagements.

The Audit Committee had not considered the Audit Quality Indicators Disclosure Framework (the “**AQI Framework**”) in its entirety when selecting the new Auditors as the adoption of the AQI Framework is voluntary. However, the Audit Committee has based its selection of Moore Stephens as the proposed new Auditors of the Company based on the Company’s internal criteria, which includes costs, quality and scope of audit, and adequacy of the resources, experiences and reputation of the audit firm.

For more information about Moore Stephens, please visit its website at <http://sg.moorestephens.com/>.

2.6 Audit Committee’s Confirmation

The Audit Committee, after having reviewed and deliberated, and after taking into consideration the suitability and independence of Moore Stephens in meeting the audit requirements of the Group, the various factors as set out in Section 2.2 of this Circular, and compliance with the requirements of the Catalist Rules, has recommended the Proposed Change of Auditors for approval by the Board.

3. DIRECTORS’ AND SUBSTANTIAL SHAREHOLDERS’ INTERESTS

The interests of the Directors in the Shares, as recorded in the Register of Directors’ Shareholdings as at the Latest Practicable Date, are as follows:

Director	Number of Shares		Total %
	Direct Interest	Deemed Interest	
Zhang Wei ⁽¹⁾	Nil	71,900,000	66.76

The interests of the Substantial Shareholders in the Shares, as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date, are as follows:

Substantial Shareholder	Number of Shares		Total % ⁽³⁾
	Direct Interest	Deemed Interest	
Weiye Holdings Limited ⁽¹⁾⁽²⁾	71,900,000	Nil	66.76
Zhang Wei ⁽¹⁾	Nil	71,900,000	66.76
Chen Zhiyong ⁽²⁾	Nil	71,900,000	66.76

Notes:

- (1) Zhang Wei is deemed to have an interest in the Shares held by Weiye Holdings Limited ("Weiye"), by virtue of his shareholding in Weiye and Section 7 of the Companies Act.
- (2) Chen Zhiyong is deemed to have an interest in the Shares held by Weiye, by virtue of his shareholding in Weiye and Section 7 of the Companies Act.
- (3) The percentage is calculated based on 107,700,000 issued ordinary shares of the Company (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date. The Company does not have any treasury shares and subsidiary holdings as at the Latest Practicable Date.

None of the Directors or Substantial Shareholders has any interest, whether direct or indirect (other than through their respective shareholding interests in the Company) in the Proposed Change of Auditors.

4. DIRECTORS' RECOMMENDATIONS

Having considered and reviewed, among others, the adequacy of the resources, experience and reputation of Moore Stephens, the rationale for and benefits of the Proposed Change of Auditors, the recommendation of the Audit Committee and all the other relevant information as set out in this Circular, the Directors are of the opinion that the Proposed Change of Auditors is in the best interests of the Company, and accordingly, recommend that Shareholders vote in favour of the Proposed Change of Auditors.

5. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on Page 10 of this Circular, will be held on 30 September 2019 at 10 a.m. at 100H Pasir Panjang Road, OC@Pasir Panjang, #01-01 Singapore 118524, for the purpose of considering and, if through fit, passing with or without any modifications, the resolution set out in the Notice of EGM.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy or proxies to attend and vote at the EGM on their behalf shall complete and sign the attached Proxy Form in accordance with the instructions printed thereon and return it to the registered office of the Company at 100H Pasir Panjang Road, OC@Pasir Panjang, #01-01, Singapore 118524 not less than seventy-two (72) hours before the time fixed for the holding of the EGM. The completion and return of the Proxy Form by a Shareholder will not preclude him from attending the EGM and voting in person in place of his proxy or proxies should he subsequently wishes to do so.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register maintained by CDP at least 72 hours before the time appointed for holding the EGM.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular (save for the information relating to Moore Stephens and the audit engagement partner under section 2.5 of this Circular) and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has

LETTER TO SHAREHOLDERS

been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the circular in its proper form and context.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Company's registered office at 100H Pasir Panjang Road, OC@Pasir Panjang, #01-01, Singapore 118524 during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the Constitution of the Company;
- (b) the Annual Report of the Company for FY2018;
- (c) KPMG's notice of resignation as Auditors;
- (d) KPMG's letter of professional clearance to Moore Stephens; and
- (e) Moore Stephen's letter to the Company in respect of their consent to act as Auditors of the Company.

Yours faithfully,
For and on behalf of the Board of Directors of
EINDEC CORPORATION LIMITED

Shirley Tan Sey Liy
Company Secretary

NOTICE OF EXTRAORDINARY GENERAL MEETING

EINDEC CORPORATION LIMITED
(Company Registration No. 201508913H)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Eindec Corporation Limited (“**Company**”) will be held at 100H Pasir Panjang Road, OC@Pasir Panjang, #01-01 Singapore 118524 on 30 September 2019 at 10:00am, for the purpose of considering and, if thought fit, passing (with or without any modifications) the resolution as set out below.

*Unless otherwise defined, all capitalised terms used herein shall bear the same meanings as ascribed to them in the circular to shareholders of the Company dated 13 September 2019 (the “**Circular**”).*

ORDINARY RESOLUTION – THE PROPOSED CHANGE OF AUDITORS

IT IS RESOLVED THAT:

- (1) approval be and is hereby given for the appointment of Moore Stephens as auditors of the Company in place of KPMG, with effect from the later of (a) the date of approval of Shareholders of this resolution, and (b) the day on which ACRA notifies KPMG and the Company of ACRA's consent on the resignation of KPMG, and Moore Stephens, if appointed, will hold office until the conclusion of the next annual general meeting of the Company, at a remuneration and on such terms to be agreed between the Directors of the Company and Moore Stephens; and
- (2) the Directors of the Company and each of them be and are hereby authorised, empowered to complete and to do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds (as may be required), and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient, or in the interest of the Company to give effect to this resolution as they or he may think fit.

Notes to the Resolution:

In accordance with Rule 712(3) of the Catalyst Rules:

1. the retiring auditors of the Company, KPMG, have confirmed in writing to Moore Stephens that they are not aware of any professional reasons why the new auditors of the Company, Moore Stephens, should not accept appointment as new auditors of the Company;
2. the Company confirms that there were no disagreements with the retiring auditors of the Company, KPMG, on accounting treatments within the last 12 months up to the date of their resignation;
3. the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that ought to be brought to the attention of Shareholders which has not been disclosed in the Circular;
4. the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in Section 2.2 of the Circular; and
5. the Company confirms that it is in compliance with Rules 712 and 715 of the Catalyst Rules in relation to the proposed appointment of Moore Stephens as the new auditors of the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING

BY ORDER OF THE BOARD

Shirley Tan Sey Liy
Company Secretary
13 September 2019

Notes:

1. A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified.)
3. The instrument appointing a proxy must be deposited at the registered office of the Company at 100H Pasir Panjang Road, OC@Pasir Panjang, #01-01 Singapore 118524 not less than seventy-two (72) hours before the time appointed for holding the EGM.

* A Relevant Intermediary is:

(a) a banking corporation licensed under the Banking Act (Chapter 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or

(b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), ZICO Capital Pte. Ltd., in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst.*

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements made, reports contained or opinions expressed in this notice.

The contact person for the Sponsor is Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.

EINDEC CORPORATION LIMITED
(Company Registration No. 201508913H)
(Incorporated in the Republic of Singapore)

**EXTRAORDINARY GENERAL MEETING
PROXY FORM**

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. An investor who holds shares under the Supplementary Retirement Scheme ("SRS Investors") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. SRS Investors who are unable to attend the Meeting but would like to vote, may inform their SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, SRS Investors shall be precluded from attending the Meeting.

2. This Proxy Form is not valid for use by SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

*I/We _____ (Name) _____ (NRIC /
Passport No.) _____ of
_____ (Address)

being a member/members of **EINDEC CORPORATION LIMITED** ("Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her/them, the Chairman of the Company as *my/our *proxy/proxies to attend and vote for *me/us on *my/our behalf at the Extraordinary General Meeting of the Company ("**EGM**") to be held at 100H Pasir Panjang Road, OC@Pasir Panjang, #01-01, Singapore 118524 on Monday, 30 September 2019 at 10.00 a.m. *I/ We direct *my/our *proxy/proxies to vote for or against the Resolutions proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the *proxy/proxies will vote or abstain from voting at *his/her discretion.

The resolution put to vote at the EGM shall be decided by poll.

No.	Resolution relating to:	No. of votes 'For'***	No. of votes 'Against'***
1.	To approve the Proposed Change of Auditors		

****If you wish to exercise all your votes 'For' or 'Against', please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.**

Dated this _____ day of _____ 2019

Total No. of Shares in	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature of Shareholder(s)
And/or Common Seal of Corporate Shareholder

**Delete where inapplicable*

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company (other than a Relevant Intermediary*), entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member (other than a Relevant Intermediary*) appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number or class of shares shall be specified).
5. Subject to note 9, completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the EGM.
6. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 100H Pasir Panjang Road, OC@Pasir Panjang, #01-01 Singapore 118524 not less than seventy-two (72) hours before the time appointed for the EGM.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorized in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorized. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
8. A corporation which is a member may authorize by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
9. An investor who holds shares under the Supplementary Retirement Scheme ("**SRS Investors**") (as may be applicable) may attend and cast his vote(s) at the EGM in person. SRS Investors who are unable to attend the Meeting but would like to vote, may inform their SRS Approved Nominees to appoint the Chairman of the EGM to act as their proxy, in which case, the SRS Investors shall be precluded from attending the EGM.

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Chapter 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

GENERAL:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 13 September 2019.