

CIRCULAR DATED 3 SEPTEMBER 2015

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

If you are in any doubt as to the course of action you should take, you should consult your bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of Chaswood Resources Holdings Ltd. (the “**Company**”) represented by physical share certificate(s), you should immediately forward this Circular, the Notice of Extraordinary General Meeting and the attached Proxy Form to the purchaser or the transferee or to the bank, stockbroker or agent through whom the sale or the 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, CIMB Bank Berhad, Singapore Branch (the “**Sponsor**”), for compliance with the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of this Circular. This Circular has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume 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 Mr Eric Wong (Director, Investment Banking), CIMB Bank Berhad, Singapore Branch, 50 Raffles Place #09-01, Singapore Land Tower, Singapore 048623, telephone no: (65) 6337 5115.



CHASWOOD RESOURCES HOLDINGS LTD.

(Company Registration Number: 200401894D)
(Incorporated in the Republic of Singapore)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO
THE PROPOSED CHANGE OF AUDITORS**

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	16 September 2015 at 10.00 a.m.
Date and time of Extraordinary General Meeting	:	18 September 2015 at 10.00 a.m.
Place of Extraordinary General Meeting	:	22 Cross Street #03-54/61 China Square Central Singapore 048421

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires or otherwise stated:

<i>“Audit Committee”</i>	:	The audit committee of the Company
<i>“Auditors”</i>	:	The auditors of the Company as appointed from time to time
<i>“Board”</i>	:	The board of directors of the Company as at the date of this Circular
<i>“Catalist”</i>	:	The sponsor-supervised listing platform of the SGX-ST
<i>“Catalist Rules”</i>	:	Section B: Rules of the Catalist of the listing manual of the SGX-ST, as may be amended, modified or supplemented from time to time
<i>“CDP”</i>	:	The Central Depository (Pte) Limited
<i>“Circular”</i>	:	This circular to Shareholders dated 3 September 2015 in respect of the Proposed Change of Auditors
<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>	:	Chaswood Resources Holdings Ltd.
<i>“Directors”</i>	:	The directors of the Company as at the date of this Circular
<i>“EGM”</i>	:	Extraordinary general meeting
<i>“FY”</i>	:	Financial year of the Company ended or ending 31 December (as the case may be)
<i>“Group”</i>	:	The Company and its Subsidiaries
<i>“Latest Practicable Date”</i>	:	26 August 2015, being the latest practicable date prior to the printing of this Circular
<i>“Listing Manual”</i>	:	The listing manual of the SGX-ST and its relevant rule(s), as may be amended, modified or supplemented from time to time
<i>“Moore Stephens”</i>	:	Moore Stephens LLP
<i>“Proposed Change of Auditors”</i>	:	The proposed change of auditors of the Company from RSM Chio Lim to Moore Stephens
<i>“RSM Chio Lim”</i>	:	RSM Chio Lim LLP
<i>“Securities Account”</i>	:	The securities account maintained by a depositor with CDP (but does not include a securities sub-account)
<i>“SGX-ST”</i>	:	Singapore Exchange Securities Trading Limited
<i>“Shareholders”</i>	:	The registered holders of the Shares in the register of members of the Company, except where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with such Shares

DEFINITIONS

“Shares” : Fully paid ordinary shares in the capital of the Company

“Substantial Shareholder” : A person (including a corporation) who holds, directly or indirectly, 5% or more of the total issued voting share capital of the Company

Currencies, Units and Others

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

The terms “Depositor”, “Depository Agent” and “Depository Register” shall have the same meanings ascribed to them respectively in Section 130A of the Companies Act. The term “Subsidiary” shall have the meaning ascribed to it in Section 5 of 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 neuter genders and *vice versa*. References to persons shall include corporations.

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

Any reference to a time of day and to dates in this Circular shall be a reference to Singapore time and dates, unless otherwise stated.

LETTER TO SHAREHOLDERS

CHASWOOD RESOURCES HOLDINGS LTD.

(Company Registration Number: 200401894D)
(Incorporated in the Republic of Singapore)

Board of Directors

Ng Teck Wah (Non-Executive Chairman)
Andrew Roach Reddy (Executive Director and Managing Director)
Datuk Jared Lim Chih Li (Non-Executive Director)
Christopher John McAuliffe (Independent Director)
Datuk Tee Guan Pian (Independent Director)

Registered Office

80 Robinson Road
#02-00
Singapore 068898

3 September 2015

To: The Shareholders of Chaswood Resources Holdings Ltd.

Dear Sir/Madam

PROPOSED CHANGE OF AUDITORS

1. INTRODUCTION

The Company had stated in its notice of annual general meeting dated 14 April 2015 that RSM Chio Lim, the existing Auditors of the Company, will not be seeking re-appointment as Auditors of the Company.

The Directors propose to seek Shareholders' approval at the EGM to be held on 18 September 2015 at 10.00 a.m. in relation to the Proposed Change of Auditors.

The purpose of this Circular is to provide Shareholders with information relating to the above and the rationale thereof, and to seek their approval, at the EGM to be convened, for the ordinary resolution as set out in the Notice of EGM attached to this Circular.

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.

2. PROPOSED CHANGE OF AUDITORS

2.1 Background and Rationale

RSM Chio Lim, the Company's existing Auditors, had been appointed since 1 February 2012. RSM Chio Lim had notified the Company of its intention not to seek re-appointment as Auditors of the Company at the last annual general meeting held on 29 April 2015 by way of a resignation letter dated 9 April 2015. RSM Chio Lim had also confirmed that there were no circumstances connected with their resignation that they considered ought to be brought to the attention of the Shareholders or the authorities in the resignation letter.

Following the receipt of RSM Chio Lim's resignation letter, efforts have been made by the Company to identify and appoint a suitable candidate as new Auditors to perform audit work for the Group. The Company has invited reputable audit firms in Singapore to propose for the audit of the Group for FY2015. After reviewing the credentials, services, proposed fees and their ability to meet the Group's requirements, the Directors, with the concurrence of the Audit Committee, recommended that Moore Stephens be appointed as the new Auditors.

LETTER TO SHAREHOLDERS

Moore Stephens have given their consent to be appointed as the Auditors on 4 August 2015. The appointment of Moore Stephens will be effective upon the approval of Shareholders being obtained at the EGM to be convened for the Proposed Change of Auditors. Upon the appointment, Moore Stephens will hold office until the conclusion of the next annual general meeting of the Company. The Directors wish to express their appreciation for the past services rendered by RSM Chio Lim.

2.2 Information on Moore Stephens

About Moore Stephens

Moore Stephens has been established in Singapore for more than 25 years and is a leading accounting and consulting association with 16 partners and directors; and some 200 employees, of which approximately 180 employees are professionals providing audit, consultancy and accounting services to clients.

Moore Stephens is a member firm of Moore Stephens International Limited, which is regarded as one of the world's leading accounting and consulting associations with 667 offices in 105 countries and more than 27,000 partners and professionals with billing in excess of US\$2.6 billion per annum. 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.

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

About the Audit Engagement Partner

Ms. Lao Mei Leng, a Partner with Audit and Assurance practice of Moore Stephens will be the audit engagement partner assigned to the audit of the Company and its subsidiaries. She has about 20 years of experience in the audit profession and provided audit services to a wide range of industries, including consumer business, shipping, trading, charities, water treatment and utilities. She has garnered invaluable experience from special engagements in initial public offerings and reverse take-overs. She is also the engagement partner of other companies listed on SGX-ST.

Prior to joining Moore Stephens in 2010, Ms. Lao Mei Leng spent over 14 years in one of the big four accounting firms in Singapore. She is a Practising Member of the Institute of Singapore Chartered Accountants and a panel member of the Accounting and Corporate Regulatory Authority's Practice Monitoring Sub-Committee.

2.3 Requirements pursuant to Rules 712 and 715 of the Catalist Rules

Moore Stephens is an established firm in Singapore registered with the Accounting and Corporate Regulatory Authority of Singapore. The Directors, having considered various factors including, *inter alia*, the fee structure, the size and complexity of the Group, the adequacy of resources of Moore Stephens, their experience and audit engagements, the number and expertise of the supervisory and professional staff to be assigned to the audit of the financial statements of the Group and Moore Stephens' proposed audit arrangements of the Group, are of the opinion that Moore Stephens will be able to meet the audit requirements of the Group and that Rule 712 of the Catalist Rules has been complied with.

Following Shareholders' approval of the Proposed Change of Auditors, the Company will also appoint Moore Stephens and/or its overseas independent member firms to audit all its Singapore-incorporated subsidiaries and foreign-incorporated subsidiaries, save for the following which are not significant foreign-incorporated subsidiaries:

Name of subsidiary	Country of incorporation	Auditing firm
PT Chaswood Resources	Indonesia	RSM AAJ Associates
PT Chaswood Resources Jakarta	Indonesia	RSM AAJ Associates
PT Chaswood Resources BB	Indonesia	RSM AAJ Associates

LETTER TO SHAREHOLDERS

Name of subsidiary	Country of incorporation	Auditing firm
Chaswood Resources (Thailand) Co., Ltd.	Thailand	RSM Audit Services (Thailand) Limited
Beijing TGI Fridays Restaurant Co., Ltd.	China	Deloitte Touche Tohmatsu Certified Public Accountants LLP
Yi Jun Restaurant Management (Shanghai) Co., Ltd.	China	Deloitte Touche Tohmatsu Certified Public Accountants LLP
Chaswood Restaurant Management Shanghai Co., Ltd.	China	Shanghai Haiming Certified Public Accountants Co., Ltd.
Chaswood Resources (HK) Private Limited	Hong Kong	Dormant (not audited as immaterial)

As at the date of this Circular, the Company does not have any associated companies.

In view of the above, the Directors confirm that Rule 715 of the Catalist Rules has been complied with.

2.4 Audit Committee's Statement

The Audit Committee has reviewed the Proposed Change of Auditors and recommended the appointment of Moore Stephens as new Auditors, having satisfied itself of the suitability of Moore Stephens to meet the audit requirements of the Group and ensuring compliance with Rules 712 and 715 of the Catalist Rules.

2.5 Confirmation from Outgoing Auditors

In accordance with the requirements of Rule 712(3)(a) of the Catalist Rules, RSM Chio Lim have confirmed that they are not aware of any professional reasons why Moore Stephens should not accept the appointment as Auditors.

2.6 Confirmation from the Company

In accordance with the requirements of Rules 712(3)(b) to 712(3)(e) of the Catalist Rules, the Company confirms that:

- (a) there were no disagreements with RSM Chio Lim on accounting treatments within the last 12 months from the date of this Circular;
- (b) it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders;
- (c) the specific reason for the Proposed Change of Auditors are disclosed in paragraph 2.1 of this Circular; and
- (d) it has complied with Rules 712 and 715 of the Catalist Rules in relation to the appointment of new Auditors.

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and Substantial Shareholders in the capital of the Company as at the Latest Practicable Date, as recorded in the register of Directors' shareholdings of the Company and the register of Substantial Shareholders' shareholdings of the Company, are as follows:

LETTER TO SHAREHOLDERS

	Direct Interest		Deemed Interest	
	Number of Shares	%	Number of Shares	%
Directors				
Ng Teck Wah ⁽¹⁾	–	–	145,951,367	64.35
Andrew Roach Reddy	52,054,455	22.95	–	–
Datuk Jared Lim Chih Li ⁽¹⁾	–	–	145,951,367	64.35
Christopher John McAuliffe	–	–	–	–
Datuk Tee Guan Pian	–	–	–	–
Substantial Shareholders				
G1 Investments Pte Ltd ⁽²⁾	13,340,000	5.88	–	–
Blumont Group Ltd. ⁽²⁾	–	–	13,340,000	5.88
Posh Corridor Sdn Bhd ^{(3),(4)}	83,367,877	36.76	58,095,490	25.61
Attilan Investment Ltd. ^{(4),(5)} (formerly known as Asiasons Investment Ltd.)	–	–	145,951,367	64.35
Dragonrider Opportunity Fund L.P. ⁽⁴⁾	–	–	141,463,367	62.37
TAP Private Equity Inc. ⁽⁴⁾ (formerly known as Asiasons Private Equity Inc.)	–	–	141,463,367	62.37
Attilan Group Limited ^{(4),(5)} (formerly known as Asiasons Capital Limited)	–	–	145,951,367	64.35

Notes:

- (1) Each of Ng Teck Wah and Datuk Jared Lim Chih Li has a deemed interest of 44.01% in Attilan Group Limited (“AGL”). By virtue of Section 7 of the Companies Act, each of them is deemed to be interested in all the Shares held by Posh Corridor Sdn Bhd (“PCSB”) and Attilan Investment Ltd. (“AIL”).
- (2) G1 Investments Pte Ltd is a wholly-owned subsidiary of Blumont Group Ltd.. By virtue of Section 7 of the Companies Act, Blumont Group Ltd. is deemed to be interested in all the Shares held by G1 Investments Pte Ltd.
- (3) PCSB is deemed to be interested in 44,755,490 Shares held by RHB Securities Singapore Pte. Ltd. as its nominee and 13,340,000 Shares held by G1 Investments Pte Ltd due to an assignment of shares arrangement.
- (4) PCSB is owned by Dragonrider Opportunity Fund L.P. (“DOF”) (78.4%) and AIL (21.6%). DOF is a fund managed by TAP Private Equity Inc. which is in turn wholly-owned by AGL. AIL is a wholly-owned subsidiary of AGL. By virtue of Section 7 of the Companies Act, DOF, TAP Private Equity Inc., AIL and AGL are deemed to be interested in all the Shares held by PCSB.
- (5) AIL is deemed to be interested in 141,463,367 Shares held by PCSB and 4,488,000 Shares held by RHB Securities Singapore Pte. Ltd. as its nominee. By virtue of Section 7 of the Companies Act, AGL is deemed to be interested in all the Shares held by AIL.

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

4. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page 10 of this Circular, will be held at 22 Cross Street #03-54/61 China Square Central Singapore 048421 on 18 September 2015 at 10.00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification the ordinary resolution set out in the Notice of EGM.

LETTER TO SHAREHOLDERS

5. ACTION TO BE TAKEN BY SHAREHOLDERS

- (a) Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf must complete, sign and return the Proxy Form attached to this Circular in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at 80 Robinson Road #02-00 Singapore 068898 not less than 48 hours before the time fixed for the EGM. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM should he subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.
- (b) A Depositor shall not be regarded as a shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least 48 hours before the EGM.

6. DIRECTORS' RECOMMENDATION

Having fully considered, *inter alia*, the rationale set out in paragraph 2.1 of this Circular and the recommendation of the Audit Committee, 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 ordinary resolution to be proposed at the EGM.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in 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 this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

8. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection during normal office hours at the registered office of the Company at 80 Robinson Road #02-00 Singapore 068898 from the date of this Circular up to the date of the EGM:

- (a) the memorandum and articles of association of the Company;
- (b) the annual report 2014 of the Company;
- (c) the letter of resignation from RSM Chio Lim dated 9 April 2015;
- (d) the professional clearance letter issued by RSM Chio Lim to Moore Stephens dated 28 July 2015; and
- (e) the letter of consent to act as Auditors dated 4 August 2015 from Moore Stephens.

Yours faithfully
For and on behalf of the Board of Directors of
Chaswood Resources Holdings Ltd.

ANDREW ROACH REDDY
Managing Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

CHASWOOD RESOURCES HOLDINGS LTD.

(Company Registration Number: 200401894D)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of **CHASWOOD RESOURCES HOLDINGS LTD.** (the “**Company**”) will be held at 22 Cross Street #03-54/61 China Square Central Singapore 048421 on 18 September 2015 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolution as set out below:

ORDINARY RESOLUTION: PROPOSED CHANGE OF AUDITORS

That Moore Stephens LLP be hereby appointed as auditors of the Company in place of RSM Chio Lim LLP to hold office until the conclusion of the next annual general meeting of the Company at a fee to be agreed between the directors of the Company and Moore Stephens LLP.

BY ORDER OF THE BOARD

ANDREW ROACH REDDY
Managing Director

3 September 2015
Singapore

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the EGM of the Company may appoint not more than two proxies to attend and vote in his/her stead. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a shareholder of the Company.
- (2) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 80 Robinson Road #02-00 Singapore 068898 not later than 48 hours before the time appointed for the holding of the EGM.
- (3) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (4) A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

Personal Data Privacy:

“Personal data” in this Notice of EGM has the same meaning as “personal data” in the Personal Data Protection Act 2012 (“PDPA”), which includes your name and your proxy’s and/or representative’s name, address and NRIC/Passport number. By submitting 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 and its proxy(ies)’s or representative(s)’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, 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 express 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; (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iv) 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. Your personal data and your proxy’s and/or representative’s personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company’s verification and record purposes.

PROXY FORM

CHASWOOD RESOURCES HOLDINGS LTD.

(Company Registration Number: 200401894D)
(Incorporated in the Republic of Singapore)

Extraordinary General Meeting

Important:

1. For investors who have used their CPF monies to buy shares in the capital of Chaswood Resources Holdings Ltd., this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We* _____ (Name) NRIC/Passport number* _____ of
_____ (Address)

being a shareholder/shareholders* of Chaswood Resources Holdings Ltd. (the “**Company**”) hereby appoint:

Name	NRIC/Passport Number	Proportion of Shareholdings	
		Number of Shares	%
Address			

and/or*

Name	NRIC/Passport Number	Proportion of Shareholdings	
		Number of Shares	%
Address			

or failing him/her, the Chairman of the Extraordinary General Meeting (the “**EGM**”) of the Company as my/our* proxy/proxies* to attend and to vote for me/us* on my/our* behalf at the EGM of the Company to be held at 22 Cross Street #03-54/61 China Square Central Singapore 048421 on 18 September 2015 at 10.00 a.m., and at any adjournment thereof.

(Please indicate with an “X” in the spaces provided whether you wish your vote(s) to be cast for or against the resolution as set out in the Notice of EGM. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the EGM)

Ordinary Resolution	Number of Votes For**	Number of Votes Against**
To approve the proposed change of auditors		

* Delete accordingly

** If you wish to exercise all your votes “For” or “Against”, please indicate an “X” within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2015

Total Number of Shares Held

Signature(s) of Shareholder(s) or Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF



PROXY FORM

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 130A of the Companies Act, Chapter 50), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and registered in your name in the Register of Members of the Company, you should insert the aggregate number of Shares. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by you.
2. A shareholder entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
3. The instrument appointing a proxy or proxies, duly executed, must be deposited at the registered office of the Company at 80 Robinson Road #02-00 Singapore 068898 not less than 48 hours before the time appointed for the EGM.
4. Where a shareholder appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy and, if no percentage is specified, the first named proxy shall be deemed to represent 100 per cent. of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer.
6. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. A corporation which is a shareholder may authorise 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.
8. The submission of an instrument or form appointing a proxy by a shareholder does not preclude him from attending and voting in person at the EGM if he so wishes.
9. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument of proxy if the shareholder, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the meeting, 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 is deemed to have accepted and agreed to the personal data privacy terms set out in the Notice of EGM dated 3 September 2015.