



**AMOS GROUP LIMITED**  
(Incorporated in the Republic of Singapore)  
Company Registration No: 201004068M

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 156 Gul Circle, Singapore 629613 on Friday, 26 July 2019 at 10.00 a.m. to transact the following business: -

**Ordinary Business**

- To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2019 and the Auditors' Report thereon. **[Resolution 1]**
- To re-elect the following Directors retiring pursuant to the Company's Constitution:-
  - Mr Peter Pii Jae Ko (Retiring under Regulation 114) **[Resolution 2]**  
**[See Explanatory Note 1]**
  - Mr Lim Shook Kong (Retiring under Regulation 114) **[Resolution 3]**  
**[See Explanatory Note 2]**
  - Mr Danny Lien Chong Tuan (Retiring under Regulation 118) **[Resolution 4]**  
**[See Explanatory Note 3]**
  - Mr Paul Jay De Mand (Retiring under Regulation 118) **[Resolution 5]**  
**[See Explanatory Note 4]**
- To approve the sum of S\$7,857/- as additional Directors' fees for the financial year ended 31 March 2019. **[Resolution 6]**
- To approve the sum of S\$480,000/- as Directors' fees for the financial year ending 31 March 2020 to be paid quarterly in arrears. (FY2019: S\$300,000) **[Resolution 7]**
- To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorize the Directors to fix their remuneration. **[Resolution 8]**
- To transact any other business that may be transacted at an Annual General Meeting.

**Special Business**

To consider and, if thought fit, to pass the following as Ordinary Resolutions, with or without modifications: -

- Authority to allot and issue shares in the capital of the Company  
That pursuant to Section 161 of the Companies Act, Chapter 50 (the "Act"), the Constitution and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:-
  - (i) allot and issue shares in the capital of the Company ("Shares") (whether by way of rights, bonus or otherwise); and/or  
(ii) make or grant offers, agreements, or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
  - (notwithstanding the authority conferred by this Resolution may have ceased to be in force):
    - issue additional instruments as adjustments in accordance with the terms and conditions of the Instruments made or granted by the Directors while this Resolution was in force; and
    - issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force or such additional Instruments in (b)(i) above,provided that:
    - the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares issued other than on a pro rata basis to existing shareholders (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below); and
    - (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:-
      - new Shares arising from the conversion or exercise of convertible securities;
      - new Shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the SGX-ST Listing Manual; and
      - any subsequent bonus issue, consolidation or subdivision of Shares;
    - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the listing rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
    - (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. **[Resolution 9]**  
**[See Explanatory Note 5]**
- Authority to issue shares under the AMOS Employee Share Option Scheme  
That pursuant to Section 161 of the Companies Act, Chapter 50, authority be and is hereby given to the Directors to:
  - offer and grant options from time to time in accordance with the rules of the AMOS Employee Share Option Scheme (the "ESOS"); and
  - allot and issue from time to time such number of shares ("Shares") in the capital of the Company as may be required to be issued pursuant to the exercise of options granted under the ESOS,provided that the aggregate number of Shares to be issued pursuant to the ESOS shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. **[Resolution 10]**  
**[See Explanatory Note 6]**

By Order of the Board

Sharon Yeoh  
Company Secretary  
10 July 2019  
Singapore

**Explanatory Notes:**

- Mr Peter Pii Jae Ko, if re-elected, will remain as a member of the Audit Committee, Remuneration Committee and Nominating Committee of the Company. Mr Peter Pii Jae Ko will be considered as a Non-Independent Director of the Company. Pursuant to Rule 720(6) of the Listing Manual, further information on Mr Peter Pii Jae Ko is set out on Page 16 of the Company's Annual Report.
- Mr Lim Shook Kong, if re-elected, will remain as the Chairman of the Audit Committee. Mr Lim Shook Kong will be considered as an Independent Director of the Company. Pursuant to Rule 720(6) of the Listing Manual, further information on Mr Lim Shook Kong is set out on Page 18 of the Company's Annual Report.
- Pursuant to Rule 720(6) of the Listing Manual, further information on Mr Danny Lien Chong Tuan is set out on Page 17 of the Company's Annual Report.
- Mr Paul Jay De Mand, if re-elected, will be considered as an Independent Director of the Company. Pursuant to Rule 720(6) of the Listing Manual, further information on Mr Paul Jay De Mand is set out on Page 18 of the Company's Annual Report.
- The ordinary resolution 9 in item 7 above, if passed, will empower the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting or the date by which the next Annual General Meeting is required by law to be held or such authority is revoked or varied by the Company in general meeting, whichever is earlier, to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments up to an aggregate number not exceeding 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company, of which the aggregate number issued other than on a pro rata basis to all existing shareholders of the Company shall not exceed 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company as more particularly set out in the resolution.
- The ordinary resolution 10 in item 8 above, if passed, will empower the Directors, from the date of this Annual General Meeting until the date of the next Annual General Meeting or the date by which the next Annual General Meeting is required by law to be held or such authority is revoked or varied by the Company in general meeting, whichever is earlier, to offer and grant options and to issue Shares in the capital of the Company pursuant to the ESOS, provided that the aggregate number of Shares to be issued under the ESOS shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company for the time being.

**Notes:**

- A member (other than a relevant intermediary) entitled to attend and vote at the Annual General Meeting may appoint not more than two proxies to attend and vote on his behalf and where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy.
- A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.  
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.
- A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 156, Gul Circle, Singapore 629613 not less than 48 hours before the time set for holding the Annual General Meeting.

**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 Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (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.