

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

This Circular is issued by AnAn International Limited (the “Company”). If you are in any doubt as to the action that you should take, you should consult your legal, financial, tax or other professional adviser immediately.

If you have sold or transferred all your ordinary shares in the issued and paid-up share capital of the Company held through The Central Depository (Pte) Ltd (“CDP”), you need not forward this Circular with the Notice of Special General Meeting (“Notice of SGM”) and the attached proxy form to the purchaser or the transferee as arrangements will be made by CDP for a separate Circular with the Notice of SGM to be sent to the purchaser or the transferee. If you have sold or transferred all your ordinary shares in the capital of the Company represented by physical share certificate(s) which are not deposited with the CDP, you should immediately forward this Circular with the Notice of SGM and the enclosed 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 transferee.

This Circular has been prepared by the Company. The Singapore Exchange Securities Trading Limited (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.

This Circular has been made available on SGXNet and the Company’s website and may be accessed at the URL: <https://investor.ananinternational.com/home/circulars/>. A printed copy of this Circular, the Notice of Special General Meeting and the Proxy Form will be despatched to Shareholders. Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, alternative arrangements have been put in place to allow Shareholders to participate at the SGM by (a) watching the SGM proceedings via live webcast or listening to the SGM proceedings via live audio feed, (b) submitting questions in advance of the SGM, and/or (c) voting by proxy at the SGM. Please refer to Section 7 of this Circular and the Company’s announcement dated 17 September 2021 which has been uploaded together with this Circular on SGXNet for further information, including the steps to be taken by Shareholders to participate at the SGM.



ANAN INTERNATIONAL LIMITED

(Incorporated in Bermuda)
(Company Registration No. 35733)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

(1) THE PROPOSED CHANGE OF AUDITORS OF THE COMPANY FROM CROWE HORWATH FIRST TRUST LLP TO RT LLP;

(2) THE PROPOSED PAYMENT OF DIRECTORS’ FEES OF S\$100,000 TO EACH OF THE NON-EXECUTIVE DIRECTOR AND INDEPENDENT DIRECTORS OF THE COMPANY PER ANNUM ON A PRO RATA BASIS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019;

(3) THE PROPOSED PAYMENT OF DIRECTORS’ FEES OF S\$70,000 TO EACH OF THE NON-EXECUTIVE DIRECTOR AND INDEPENDENT DIRECTORS OF THE COMPANY PER ANNUM ON A PRO RATA BASIS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020; AND

(4) THE PROPOSED PAYMENT OF DIRECTORS’ FEES OF S\$70,000 TO EACH OF THE INDEPENDENT DIRECTORS OF THE COMPANY PER ANNUM ON A PRO RATA BASIS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2021.

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	10 October 2021 at 2.00 p.m.
Date and time of Special General Meeting	:	12 October 2021 at 2.00 p.m.
Place of Special General Meeting	:	The Special General Meeting will be held by way of electronic means (via live webcast and audio only means)

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DEFINITIONS

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

“ACRA”	:	The Accounting and Corporate Regulatory Authority of Singapore;
“AnAn Group”	:	AnAn Group (Singapore) Pte. Ltd, which is the majority shareholder of the Company;
“Audit Committee”	:	The audit committee of the Company at the relevant time comprising of Mr Ooi Hoe Seong, Mr Toh Hock Ghim and Ms Ling Chi;
“Bermuda Act”	:	The Companies Act 1981 of Bermuda, as amended, supplemented or modified from time to time;
“Board” or “Board of Directors”	:	The board of directors of the Company for the time being;
“Bye-Laws”	:	The bye-laws of the Company as amended, supplemented or modified from time to time;
“CDP”	:	The Central Depository (Pte) Limited;
“Circular”	:	This circular to Shareholders dated 17 September 2021;
“Company”	:	AnAn International Limited;
“Corporate Secretary”	:	In.Corp Corporate Services Pte. Ltd.;
“Crowe Horwath”	:	Crowe Horwath First Trust LLP;
“Director”	:	A director of the Company for the time being;
“FY2017”	:	The financial year of the Company ended 31 December 2017;
“FY2018”	:	The financial year of the Company ended 31 December 2018;
“FY2019”	:	The financial year of the Company ended 31 December 2019;
“FY2020”	:	The financial year of the Company ended 31 December 2020;
“Group”	:	The Company and its subsidiaries;
“IRAS”	:	The Inland Revenue Authority of Singapore;
“Listing Manual”	:	The listing manual of the SGX-ST, as amended or modified from time to time;
“Memorandum of Association”	:	The memorandum of association of the Company as amended, modified or supplemented from time to time;
“Notice of SGM”	:	The notice of the SGM which is set out on page 17 of this Circular;
“November 2020 Announcement”	:	The announcement released by the Company on 10 November 2020 in relation to the resignation of Crowe Horwath as independent auditors of the Company;
“Proposed Change of Auditors”	:	The proposed change of auditors of the Company from Crowe Horwath to RT;

DEFINITIONS

- “Proposed Payment of Directors’ Fees”** : The proposed payment of directors’ fees to (a) each of the non-executive director and independent directors of the Company per annum on a *pro rata* basis amounting to (i). S\$100,000 for the financial year ended 31 December 2019; (ii). S\$70,000 for the financial year ended 31 December 2020; and (b) each of the independent directors of the Company per annum on a *pro rata* basis amounting to S\$70,000 for the financial year ending 31 December 2021, respectively;
- “Resolutions”** : The resolutions set out in the Notice of SGM on page 17 of this Circular;
- “RMB”** : The lawful currency of the People’s Republic of China;
- “RT”** : RT LLP;
- “Securities Account”** : A securities account maintained by a Depositor with the CDP but not including a securities sub-account maintained with a Depository Agent;
- “SGM”** : The special general meeting of the Company to be held by way of electronic means (via live webcast and audio only means) on 12 October 2021 at 2.00 p.m., the notice of which is set out on pages 17 to 19 of this Circular (or any adjournment thereof);
- “SGX-ST”** : Singapore Exchange Securities Trading Limited;
- “Shareholders”** : Registered holders of Shares except where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, means the Depositors whose Securities Accounts are credited with such Shares;
- “Shares”** : Ordinary shares in the authorised capital and in the issued and paid-up share capital of the Company, and each a **“Share”**;
- “Singapore Share Transfer Agent”** : In.Corp Corporate Services Pte. Ltd., whose office is at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712;
- “SPE”** : Singapore AnAn Petrochemical & Energy Pte. Ltd., a wholly-owned subsidiary of the Company;
- “Substantial Shareholder”** : A person (including a corporation) who has an interest in not less than five percent (5%) of the total issued voting Shares;
- “S\$”** : The lawful currency of Singapore;
- “US\$”** : The lawful currency of the United States of America; and
- “%” or “percent”** : Percentage or per centum.

Depositors. The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore.

Subsidiaries. The term **“subsidiaries”** shall have the meaning ascribed to it in the Bermuda Act.

DEFINITIONS

References. 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, where applicable, include corporations.

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

Statutes. Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Bermuda Act, the Listing Manual, or any statutory or regulatory modification thereof and not otherwise defined in this Circular shall, where applicable, have the meaning ascribed to it under the Bermuda Act, the Listing Manual, or any such statutory or regulatory modification thereof, as the case may be, unless the context otherwise requires.

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

Rounding. Any discrepancies in figures included in this Circular between the amounts listed and their actual values are due to rounding. Accordingly, figures may have been adjusted to ensure that totals or sub-totals shown, as the case may be, reflect an arithmetic aggregation of the figures that precede them.

LETTER TO SHAREHOLDERS



ANAN INTERNATIONAL LIMITED

(Incorporated in Bermuda)
(Company Registration no. 35733)

Board of Directors:

Mr Zang Jian Jun (Executive Director and Executive Chairman)
Mr Ooi Hoe Seong (Lead Independent Director)
Mr Toh Hock Ghim (Independent Director)
Ms Ling Chi (Independent Director)

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

17 September 2021

To : The Shareholders of AnAn International Limited

Dear Sir/Madam

THE PROPOSED CHANGE OF AUDITORS**1. BACKGROUND**

1.1 The Board is convening a special general meeting of the Company (the “SGM”) to be held by way of electronic means (via live webcast and audio only means) on 12 October 2021 at 2.00 p.m. to seek Shareholders’ approval for:

- (a) the proposed change of auditors of the Company from Crowe Horwath to RT (the “**Proposed Change of Auditors**”)
- (b) the proposed payment of directors’ fees of S\$100,000 to each of the non-executive director and independent directors of the Company per annum on a *pro rata* basis for the financial year ended 31 December 2019;
- (c) the proposed payment of directors’ fees of S\$70,000 to each of the non-executive and independent directors of the Company per annum on a *pro rata* basis for the financial year ended 31 December 2020; and
- (d) the proposed payment of directors’ fees of S\$70,000 to each of the independent directors of the Company per annum on a *pro rata* basis for the financial year ending 31 December 2021, such sum to be paid to the independent directors of the Company quarterly in arrears,

((b), (c) and (d) collectively, being the “**Proposed Payment of Directors’ Fees**”).

1.2 The purpose of this Circular is to provide Shareholders with relevant information pertaining to the Proposed Change of Auditors and the Proposed Payment of Directors’ Fees, as well as to seek Shareholders’ approval for the Resolutions to be tabled at the forthcoming SGM to be held by way of electronic means (via live webcast and audio only means). The Notice of SGM is set out on pages 17 to 19 of this Circular.

1.3 The SGX-ST assumes no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any information, statements or opinions made or reports contained in this Circular.

LETTER TO SHAREHOLDERS

2. THE PROPOSED CHANGE OF AUDITORS

2.1 Reasons for the Proposed Change of Auditors

At the special annual general meeting of the Company held on 8 January 2019, Crowe Horwath was appointed as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company. Crowe Horwath and the Company disagreed over the outstanding issues set out in Section 2.5(b) of the Circular below and as such, the Company's financial statements for FY2018 could not be finalised, the Company was therefore unable to hold annual general meetings to obtain approval for its FY2018 audited financial statements.

In the light of the outstanding matters set out in Section 2.5(b) of the Circular below, Crowe Horwath was unable to finalise the audit of the Company and its subsidiaries. Consequently, SPE, a wholly owned subsidiary of the Company, was unable to file its audited financial statements with IRAS for FY2018 and FY2019, and IRAS subsequently issued a Notice of Assessment requiring SPE to pay an estimated tax in the amount of approximately S\$1,000,000 for FY2018. Given that SPE did not agree with the assessment of the estimated tax payable for FY2018, and in order to avoid any tax that may be further imposed, SPE decided to replace Crowe Horwath, the incumbent auditors of SPE, with RT, so that the financial statements of SPE for FY2018 and FY2019 may be finalised. Such replacement of Crowe Horwath by RT enabled a professional assessment to be made by a second audit firm in respect of the outstanding issues set out in Section 2.5(b) of the Circular below which relate to SPE.

In light of the foregoing, an extraordinary general meeting of SPE was convened on 4 November 2020 as announced by the Company on 10 November 2020 (the "**November 2020 Announcement**"), during which it was resolved that Crowe Horwath would be replaced by RT as auditors of SPE. Following the November 2020 Announcement, Crowe Horwath informed the Company of its decision to resign as the auditors of the Company (the "**Notice Of Resignation**"). As set out in the November 2020 Announcement, the Board of the Company has accepted the resignation of Crowe Horwath as independent auditors of the Company.

In its Notice of Resignation, Crowe Horwath stated that the reason for its resignation was the fact that SPE is considered a significant component or subsidiary for the purpose International Standard on Auditing 600: Special Considerations – Audits of Group Financial Statements (Including the Work of Component Auditors) (the "**ISA 600**"), and given that it is no longer the auditors of SPE, it would not be able to satisfy the requirements of ISA 600 as the group or parent auditors.

After receiving the Notice of Resignation provided by Crowe Horwath, the Audit Committee determined that RT, in light of (a) the adequacy of its resources to complete the audit of the Group for FY2018, FY2019 and FY2020 and (b) the expertise and qualifications of the staff (including the audit engagement partner) who will be assigned to the audit of the Group for FY2018, FY2019 and FY2020, is best suited to the existing needs and requirements of the Group.

The Board, in consultation with the Audit Committee and after a series of meetings including a latest one occurring on 27 January 2021, is eventually of the view that the appointment of RT as the new auditors of the Company is in the best interests of the Company and the Shareholders and hereby, proposes the appointment of RT as new auditors of the Company, in place of Crowe Horwath.

RT has given its consent to act as auditors of the Company by way of a letter dated 1 March 2021 for FY2018, FY2019 and FY2020, subject to the Shareholder's approval at the SGM. The resignation of Crowe Horwath and the appointment of RT as external auditors of the Company will therefore take effect upon the approval of the same by the Shareholders at the SGM.

Following Shareholders' approval of the Proposed Change of Auditors, RT will be appointed as the new auditors of the Company, in place of Crowe Horwath. Upon the appointment, RT 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 Crowe Horwath.

LETTER TO SHAREHOLDERS

2.2 Information on RT and the Audit Engagement Partner

The information on RT LLP and the Audit Engagement Partner below was provided to the Company by RT LLP. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

(a) About RT

RT LLP started as a partnership operating under the name of Soh, Wong & Partners in 1985. Over the years, the partnership acquired other practices. In 2000, it changed its name to LTC & Associates and it converted to a limited liability partnership (LLP) in 2008 with the approval of ACRA. With that conversion, it changed its name to LTC LLP. In August 2013, with re-branding, the firm changed its name from LTC LLP to RT LLP with the vision to focus on high value clients with complex advisory needs and to develop an ASEAN strategy with a regional focus. RT LLP has acted as statutory auditors for more than 70 companies listed on SGX-ST over the years. It currently acts as the statutory auditors for 11 companies listed on SGX-ST.

RT LLP has been a member of one of the top global accounting associations, BKR International since the late 1980s. BKR International was formed in 1989 as the result of a merger of National CPA Group, based in the United States of America, and several members of the primarily European DHR International. It has a combined strength of more than 160 independent accounting and business advisory firms in over 500 offices and 80 countries. The member firms are monitored at regular intervals to ensure that standards are maintained. BKR International was ranked sixth in the International Accounting Bulletin's (IAB) 2020 World Survey for global associations.

RT LLP is also a leading, well established and dynamic public accounting practice in Singapore that is a member of RT ASEAN, which is a network of multi-disciplinary business solution providers. RT ASEAN was founded by RT LLP. RT ASEAN, headquartered in Singapore, is the first global professional network in Asia to be recognised as a member of Forum of Firms. To-date, RT ASEAN is the only Asian network recognised and admitted as a member of the Forum of Firms.

The Forum of Firms is an association of networks of international accounting firms that perform transnational audits. Members of the Forum have committed to adhere to and promote the consistent application of high-quality audit practices worldwide, including the use of International Standards on Auditing, and the maintenance of appropriate quality control standards in accordance with International Standards on Quality Control issued by the International Auditing and Assurance Standards Board. Through their organisations, members also conduct globally coordinated internal quality assurance reviews on a regular basis and have policies and methodologies that conform to the Code of Ethics for Professional Accountants. The Transnational Auditors Committee is the Executive Committee of the Forum of Firms and a committee of the International Federation of Accountants.

All partners and directors of RT LLP are experienced in cross-border work, and have developed considerable expertise in advising individuals, owner-managers, small and medium-sized businesses, public sector entities and/or listed companies. The partners, directors and staff of RT LLP are from diverse geographic cultural, academic and professional backgrounds with a shared purpose of striving for excellence in the delivery of public accounting and other professional services. Its team of qualified and experienced professionals endeavours to deliver unique and pragmatic solutions that are tailored to specific requirements of its clients and to meet statutory obligations. Currently, RT LLP, has 3 audit partners, 4 directors and about 50 professional staff in Singapore.

RT LLP was subjected to the Practice Monitoring Program reviews by ACRA and the firm has passed the firmwide review with general points for improvement and no adverse feedback from all previous exercises, with the most recent in April 2019.

LETTER TO SHAREHOLDERS

For information about RT LLP, please visit <http://www.rt-ca.com>. For information on RT ASEAN, please visit: <https://rtasean.com>.

For information on Forum of Firms and RT ASESN membership, please visit: <https://www.ifac.org/who-we-are/committees/transnational-auditors-committee-forum-firms>.

For information on BKR International, please visit: <https://bkr.com>.

RT LLP will assign a team comprising 3 partners (including a lead engagement partner, an engagement quality control & advisory partner), 1 audit director, 1 manager, 1 senior and 2 associates with respect to the audit of the Group.

(b) About the Audit Engagement Partner

Mr Arumugam Ravinthran (“**Mr Arumugam**”), who is the Chief Executive Officer and Managing Partner of RT LLP, will be the Audit Engagement Partner. He is a Fellow Member of the Institute of Singapore Chartered Accountants (ISCA) and holds a FCA (Singapore) title. He is a certified Public Accountant, approved by ACRA. He is also a Fellow Chartered Accountant with the Institute of Chartered Accountants in England & Wales, a Fellow of CPA Australia and ASEAN CPA. He is also an Accredited Tax Advisor with the Singapore Institute of Accredited Tax Professionals. He holds a Specialised Honours degree (member of Dean’s Honour Roll) in Business Administration from Schulich School of Business at York University, in Toronto, Canada. He was awarded an In-House Scholarship by the University for academic excellence.

Mr Arumugam has been in the profession for more than 30 years and has a wide range of experience in the various fields of finance. He advises on matters of corporate finance, including mergers and acquisitions, valuation of businesses, due diligence and business restructuring, amongst others. He has also advised on forensic work involving accounting irregularities and interpretation of technical concepts and accounting standards. He is often called upon by law firms to provide his expert views and opinions and has appeared in courts to provide evidence as expert witness. He has been involved in litigation support work throughout his career. He has been the engagement partner of a number of SGX-ST listed companies.

In the earlier part of Mr Arumugam’s career, he spent 5 years in Singapore Telecommunications (SingTel) as Finance Director of International Finance looking into SingTel’s acquisitions overseas. During the mid-1990s, as an Audit Manager in Deloitte, Singapore, he worked on a variety of assignments ranging from audit of large multinational corporations, initial public offerings, due diligences, investigative accounting and expert witness matters, among others.

Mr Arumugam has led major audit engagements such as the statutory audit of listed entities on the New York Stock Exchange, London Stock Exchange, government projects and other listed companies in Singapore. He had clients in shipping and related sectors, including ship building, chartering, bunkering, agencies and brokering. He has headed a number of cross border assignments and advises on a variety of financial matters such as rights issues, corporate funding matters, acquisitions, due diligence, business plans and valuations. He started his career in 1986 in London with a large accounting firm, where he trained and qualified as a Chartered Accountant. He was awarded the Member’s Recognition Award by the Institute of Chartered Accountants in England & Wales for his contributions to the profession.

He is a Board Member and Deputy Chairman of ISCA Cares, the charity arm of the Institute of Singapore Chartered Accountants. He is a panel member of the Disciplinary and Complaints Committee of ISCA. He also serves in a Panel of Financial Experts to the Family Justice Courts and High Court Family Division. He is the Executive Chairman of RT ASEAN and a member of the EXCO of RT ASEAN.

LETTER TO SHAREHOLDERS

In the past he has served in the Corporate Governance Committee, Financial Statements Review Committee, Continuing Professional Education Committee and Auditing and Assurance Standards Board. Mr Arumugam was a Board Member of the Hindu Advisory Board (Statutory Board), an appointment by the Minister. He was also the Vice Chairman of the Audit Committee of the Hindu Endowments Board.

Mr Arumugam was inspected by ACRA's Practice Monitoring Program and passed all previous inspections, with the most recent in 2019.

2.3 Requirements under Rule 712 of the Listing Manual

The Board, having taken into account the Audit Committee's recommendation, and various factors, including, *inter alia*, the following:

- (a) the fee structure, the adequacy of the resources and experience of RT;
- (b) the audit engagement partner assigned to the audit;
- (c) RT's other audit engagements;
- (d) the size and complexity of the Group's operations; and
- (e) the number and experience of supervisory and professional staff assigned to the audit of the Company and its subsidiaries,

are of the opinion that RT will be able to meet the audit requirements of the Group and that Rule 712 of the Listing Manual has been complied with.

2.4 Requirements under Rule 715 of the Listing Manual

Following the Shareholders' approval of the Proposed Change of Auditors, RT will become the auditors of the Company in place of Crowe Horwath. RT will be engaged to conduct an audit on the consolidated financial statements of the Company and there will not be any change in the scope of audit from that conducted by Crowe Horwath. Since 4 November 2020, RT has been engaged as the auditors of SPE, the Company's subsidiary incorporated in Singapore.

The foreign significant subsidiaries of the Company below will continue to be audited by their current auditors as follows:

- (a) Ernst & Young et Autres, France will continue as the auditors of the following subsidiaries of the Company: (i) Rompetrol France SAS and (ii) Dyneff SAS;
- (b) East Asia Sentinel Limited¹ will continue as the auditors of the following subsidiaries of the Company: (i) Hong Kong China Energy Finance Service Co., Limited.; and (ii) AnAn Assets Management & Equity Investment (Hong Kong) Co., Limited; and
- (c) Grant Thornton will continue as the auditors of the following subsidiary of the Company: Natgas France SAS.

Having taken into consideration, *inter alia*, the following factors, the Audit Committee and the Board are of the view and confirm that they are satisfied that the appointment of East Asia Sentinel Limited and Grant Thornton as well as audit firms in the Ernst & Young network of firms as auditors of the various foreign significant subsidiaries in the Group will not compromise the standard and effectiveness of the audit of the Company and the Group and that the auditors are suitable for the purposes of complying with Rule 715(2) of the SGX Listing Manual:

¹ East Asia Sentinel Limited is a member of BKR International, of which RT is also a member.

LETTER TO SHAREHOLDERS

- (i) Under French law, auditors are appointed for a minimum term of six (6) years for purposes of maintaining independence pursuant to Article L823-3 of the French Code de Commerce. At the time of the acquisition of Natgas France SAS by Dyneff SAS, which was completed on 7 January 2020, Grant Thornton were the auditors of Natgas France. The mandate of the auditors of Natgas France SAS will only expire after the financial year ending 31 December 2024. At the relevant time on or before the expiry of the audit mandate, the Audit Committee and the Board will review the appropriateness of appointing the same auditors for Natgas France SAS as the other French subsidiaries.
- (ii) There is no particular difficulty arising from an auditing risk point of view in having different auditors, where warranted, as each of these audit firms is required to maintain their professional standards under the relevant laws. In the case of the mandate of Grant Thornton for Natgas France SAS, the Audit Committee and the Board were also advised by French professionals within the Group of the potential merits in retaining the services of local auditors who may have particular local expertise that are relevant to certain localities within France.
- (iii) RT does not have any concerns in relying on the Company's component auditors of the Group's significant subsidiaries to comply with the International Auditing Standard 600 in their performance of the audits.

2.5 Requirements under Rule 1203(5) of the Listing Manual and Financial Impact

In accordance with the requirements of Rule 1203(5) of the Listing Manual:

- (a) the Company received a copy of Crowe Horwath's letter dated 8 February 2021 to RT, which did not provide RT with professional clearance in accepting appointment as the Company's auditors, but which (i) referred RT to certain issues raised by Crowe Horwath earlier and (ii) requested RT to consider seeking the views of the Company's previous auditors who prepared and signed off the audit report on the financial statements for the financial year ended 31 December 2017;
- (b) the Company confirms that, apart from the following, there are no disagreements with Crowe Horwath on accounting treatments with regards to the audit for the FY2018 financial statements:
 - (i) **Upfront payments to a first-time PRC-based supplier.** SPE had entered into a contract with a first-time PRC-based supplier (the "**Supplier**") for fuel oil (the "**Transaction**") to obtain fuel oil at approximately 10% below the market rate (a substantial discount based on market standards). SPE then made a commercial decision to pay an upfront deposit of RMB70,000,000 (approximately US\$11,100,000, and equivalent to 50% of the total purchase price under the Transaction) (the "**Deposit**") to the Supplier but the Transaction was subsequently cancelled by mutual agreement. Despite providing a contractual undertaking to return the Deposit within three (3) working days of the cancellation of the Transaction, the Supplier failed to do so. SPE sent a letter to the Supplier on 24 April 2018 to demand payment of the Deposit within 60 days, and another letter to demand payment on 25 June 2018. the Supplier did not repay the Deposit notwithstanding these letters, and AnAn Group eventually undertook to assume the debt owed to SPE. As there was a prior shareholder's loan of approximately US\$7,200,000 made by AnAn Group to the Company, which was an amount smaller than the debt assumed by AnAn Group, these were set-off against each other, resulting in a net debt of approximately US\$3,900,000 owed by AnAn Group in favour of SPE². The disagreement between the Company and Crowe Horwath was related to, *inter alia*, the appropriateness of SPE making the Deposit and its subsequent failure to obtain a refund. The Audit Committee stressed the commercial rationale of the Transaction, in particular, that it

² SPE has been taking steps to recover the Debt from AnAn Group, and any amount owed by SPE to AnAn Group may be eventually offset against the Debt.

LETTER TO SHAREHOLDERS

was commercially attractive for SPE to pay the Deposit for fuel oil which was supplied at approximately 10% below the market rate. In any event, the Supplier is not related to (A) past and present directors; and (B) past and present controlling shareholders of the Company.

- (ii) **Audit confirmations of certain amounts owing from majority shareholder of the Company.** Crowe Horwath was of the view that it was unable to obtain audit confirmation on the existence, completeness and accuracy of a debt in the amount of approximately US\$3,900,000 due from AnAn Group (the “Debt”) nor carry out satisfactory alternative procedures to address these audit assertions. The Audit Committee is of the view that there is consequently no basis to disclaim the existence of the Debt as there is overwhelming documentary evidence (including legal documents) of the Debt. Further, this issue arose at the time when AnAn Group was in liquidation and while the Debt was inadvertently omitted from the statement of affairs of AnAn Group during the liquidation process, there were other evidence, including legal documents, documenting the existence of the debt. Nonetheless, the issue is irrelevant since the reversal of the winding up order of AnAn Group by the Court of Appeal of Singapore on 7 April 2020³, which would allow AnAn Group to now confirm the existence of the Debt. Further, on 22 April 2021, SPE obtained a confirmation from AnAn Group pursuant to the request of RT in relation to its audit, which confirmed the existence, completeness and accuracy of the Debt.
- (iii) **Potential consequences arising from the statutory rights and powers of the Joint and Several Liquidators of the majority shareholder of the Company.** Crowe Horwath was of the view that there is uncertainty as to whether, *inter alia*, the set-off mentioned in Section 2.5(b)(i) above would be challenged, avoided, disregarded and/or set aside by the Joint and Several Liquidators of AnAn Group and accordingly, Crowe Horwath was unable to opine on the appropriateness of the handling of the net debt in the amount of approximately US\$3,900,000 owed by AnAn Group in favour of SPE. In this regard, the Audit Committee disagrees with Crowe Horwath based on prevailing Singapore insolvency laws. The issue is currently irrelevant given the reversal of the winding up order of AnAn Group by Singapore’s Court of Appeal on 7 April 2020.
- (iv) **Liquidation status of AnAn Group.** Crowe Horwath was of the view that as AnAn Group was at the relevant time in liquidation (though an appeal was made against the winding-up order before the Singapore Court of Appeal), they are uncertain as to the extent of impact that this may have upon the business and operations of the Group. The issue is currently irrelevant given the reversal of the winding up order of AnAn Group by Singapore’s Court of Appeal on 7 April 2020.
- (v) **Effects of opening balances on the financial statements of the Group and the Company for FY2018.** Crowe Horwath questioned the impact of the qualifications made by the previous auditor of the Company in the financial statement of: (A) the Group for FY2017 in relation to the allowance made for doubtful debts against trade receivables which arose from the sale of fuel oil amounting to approximately US\$124,520,000 due from Shanghai Huaxin Group (Hong Kong) Limited (“Huaxin”), a company incorporated in Hong Kong SAR, PRC for FY2017; and (B) the Company for FY2017 in relation to the allowance made for doubtful debt of US\$122,300,000 made against the amount due from SPE in FY2017, the recoverability of which is dependent on SPE’s ability to recover the trade debts due from Huaxin, and concluded that it was unable to ascertain whether the opening balance of accumulated losses of each of the Group and the Company as at 1 January 2018 were fairly stated. Crowe Horwath had taken the view notwithstanding that the Group and the Company explained that each of them had decided to take a prudent approach and to provide for full impairment of these outstanding trade receivables, as reflected in the FY2017 independent auditor’s

³ Further to the reversal of the winding-up order, the underlying dispute between AnAn Group and VTB Bank (Public Joint Stock Company) is being arbitrated in an ongoing SIAC arbitration.

LETTER TO SHAREHOLDERS

report. The Audit Committee is of the view that the impairment by the Company carried out on the accounts of the Group and the Company were fully justifiable, particularly in light of the subsequent winding up of Huaxin.

- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors, that should be brought to the attention of the Shareholders, which has not been disclosed in this Circular;
- (d) the Company confirms that the specific reasons for the Proposed Change of Auditors are as disclosed above in this Circular, and more particularly in Sections 2.1 and 2.5 of this Circular; and
- (e) the Company confirms that the Company is in compliance with Rules 712 and 715 of the Listing Manual in relation to the proposed appointment of RT as the Auditors.
- (f) Financial Impact of the Issues Raised at Section 2.5(b) on the FY2018 Financial Statements

The financial impact of the points raised at section 2.5(b) are set out below:

- (i) **Upfront payment to a first-time PRC-based supplier.** As explained in Section 2.5(b) (i) above, a net debt of approximately US\$3,900,000 was owed by AnAn Group in favour of SPE. An impairment was made for this amount out of prudence as AnAn Group was in liquidation at the material time. For the purposes of this impairment, an expense was charged to the profit and loss account for the FY2018 financial statements, resulting in a net decrease in profit of the same amount. This was finally reflected in line item "Loss for the period" in the profit and loss accounts for the FY2018 financial statements. The financial impact on the FY2018 financial statements was thus an increase in the loss for the period, from approximately US\$14,938,000 to approximately US\$18,838,000. This would result in a decrease in the net equity of the Group from approximately US\$73,440,000 to approximately US\$69,540,000.
- (ii) **Audit confirmations of certain amounts owing from majority shareholder of the Company.** There is no financial impact as a result of the issue highlighted in Section 2.5(b)(ii) above.
- (iii) **Potential consequences arising from the statutory rights and powers of the Joint and Several Liquidators of the majority shareholder of the Company.** Given the reversal of the winding up order of AnAn Group by Singapore's Court of Appeal on 7 April 2020, there is no financial impact as a result of the issue highlighted in Section 2.5(b)(iii) above.
- (iv) **Liquidation status of AnAn Group.** Given the reversal of the winding up order of AnAn Group by Singapore's Court of Appeal on 7 April 2020, the issue raised by Crowe Horwath would have no financial impact on the Group.
- (v) **Effects of opening balances on the financial statements of the Group and the Company for FY2018.** There is no financial impact as all the provisions which had to be made in FY 2017 had been made in full by the previous auditors of the Company, being US\$124,520,000 owed by Huaxin to SPE, and US\$122,300,000 owed by SPE to the Company.

2.6 Compliance with Bermuda law

The Company is incorporated in Bermuda and the governing law of the Company is Bermuda law. The appointment of RT as the new auditors of the Company in place of Crowe Horwath is in compliance with Bermuda law.

LETTER TO SHAREHOLDERS

3. THE PROPOSED PAYMENT OF DIRECTORS' FEES

3.1 Proposed Payment of Directors' Fees for the Financial Year Ended 31 December 2019

The Company proposes to pay each of the non-executive director and independent directors of the Company a sum of S\$100,000 per annum on a *pro rata* basis, as directors' fees for the financial year ended 31 December 2019.

The amount of director fees to be paid is the same as the amount of directors' fees paid to each independent director of the Company for the financial year ended 31 December 2018, as approved by the Shareholders in the annual general meeting of the Company held on 29 June 2018.

3.2 Proposed Payment of Directors' Fees for the Financial Year Ended 31 December 2020

The Company proposes to pay each of the non-executive director and independent directors of the Company a sum of S\$70,000 per annum on a *pro rata* basis, as directors' fees for the financial year ended 31 December 2020.

The reduction in the proposed directors' fees for the financial year ended 31 December 2020 is to reduce the operational expenditure of the Group.

3.3 Proposed Payment of Directors' Fees for the Financial Year Ending 31 December 2021

The Company proposes to pay each of the independent directors⁴ of the Company a sum of S\$70,000 per annum on a *pro rata* basis, as directors' fees for the financial year ending 31 December 2021, such sum to be paid to the independent directors of the Company quarterly in arrears.

The amount of director fees to be paid is the same as the amount of directors' fees paid to each independent director of the Company for the financial year ended 31 December 2020, subject to the approval by the Shareholders.

4. AUDIT COMMITTEE'S STATEMENT

The Audit Committee has reviewed and deliberated on the Proposed Change of Auditors and recommended to the Board that RT be appointed as the new auditors of the Company in place of Crowe Horwath, after taking into consideration the suitability and independence of RT to meet the audit requirements of the Group and compliance with the requirements of the Listing Manual.

5. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save for their respective interests in the Company, none of the Directors or Substantial Shareholders has any interest, direct or indirect, in the Proposed Change of Auditors.

6. DIRECTORS' RECOMMENDATIONS

The Directors, having considered the rationale and benefits of the Proposed Change of Auditors, 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 relevant Resolutions relating thereto at the SGM as set out in the Notice of SGM which is set out on pages 17 to 19 of this Circular.

Shareholders are advised to read this Circular in its entirety and for any Shareholder who may require advice in the context of his specific investment, to consult his professional adviser.

⁴ The Company does not have any non-executive non-independent directors for the financial year ending 31 December 2021.

LETTER TO SHAREHOLDERS

7. SPECIAL GENERAL MEETING

The SGM, notice of which is set out on pages 17 to 19 of this Circular, will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meeting for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Orders 2020, on 12 October 2021 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the Resolutions set out in the Notice of SGM. Copies of the Notice of SGM will be dispatched to members and made available on the Company's website at <https://investor.ananinternational.com/home/circulars/>, and on the SGX-ST website at <https://www.sgx.com/securities/company-announcements>. Further information on the arrangements by which the SGM can be electronically accessed are set out in the Notice of SGM.

8. ACTIONS TO BE TAKEN BY SHAREHOLDERS

8.1 Appointment of proxies

All Shareholders must vote by proxy only. Shareholders must appoint the Chairman to act as their proxy, and Depositor Proxy Forms appointing such person other than the Chairman shall be deemed to appoint the Chairman as proxy. Shareholders should specifically direct the Chairman on how they wish to vote for or vote against (or abstain from voting on) the resolutions in the Depositor Proxy Form attached to this Circular. If no specific direction as to voting is given, the Chairman may vote or abstain from voting at his/her discretion. **Due to the current Covid-19 restriction orders in Singapore, Shareholders will not be able to attend the SGM in person.**

8.2 Depositors not regarded as Shareholder

A Depositor is not regarded as a member of the Company entitled to attend the SGM and to speak and vote thereat. A Depositor whose name appears on the Depository Register as at 48 hours before the SGM may attend and vote as CDP's proxy.

The signed Depositor Proxy Form, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must be:

- (a) lodged at the registered office of the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd., at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
- (b) submitted via email to shareregistry@incorp.asia,

in either case, by no later than 2.00 p.m. on 10 October 2021, failing which the Company shall be entitled to regard the Depositor Proxy Form as invalid. Each Nominee appointed must be a natural person but need not be a member of the Company.

9. 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 Proposed Payment of Directors' Fees and the Group, 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 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.

LETTER TO SHAREHOLDERS

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the office of the Company's Corporate Secretary at 30 Cecil Street #19-08 Prudential Tower Singapore 049712 during normal business hours from the date of this Circular up to the date of the SGM:

- (a) the Memorandum of Association and Bye-laws;
- (b) the Company's annual report for the financial year ended 31 December 2017;
- (c) Crowe Horwath's professional clearance letter to RT dated 8 February 2021; and
- (d) the letter of consent to act as Auditors from RT dated 1 March 2021.

Yours faithfully

For and on behalf of the Board of Directors of
ANAN INTERNATIONAL LIMITED

Mr Zang Jian Jun
Executive Director and Executive Chairman

NOTICE OF SPECIAL GENERAL MEETING

ANAN INTERNATIONAL LIMITED

(Incorporated in the Bermuda)
(Company Registration No. 35733)

NOTICE IS HEREBY GIVEN that a special general meeting (“**SGM**”) of AnAn International Limited (the “**Company**”) will be held by way of electronic means (via live webcast and audio only means) on 12 October 2021 at 2.00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

All capitalised terms used in this Notice of SGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the circular dated 17 September 2021 to Shareholders (the “Circular”).

ORDINARY RESOLUTION 1 – PROPOSED CHANGE OF AUDITORS

Resolved that:

- (a) the resignation of Crowe Horwath as the auditors be and is hereby noted and that RT, having expressed their consent to act, be and are hereby appointed as the auditors of the Company in place of Crowe Horwath, and to hold office until the conclusion of the next annual general meeting of the Company, at a fee and on such terms as may be agreed by the Directors with RT; and
- (b) the Directors or any one of them be and are hereby authorised and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Change of Auditors this Ordinary Resolution as they or he/she may think fit.

ORDINARY RESOLUTION 2 – PROPOSED PAYMENT OF DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

Resolved that:

the non-executive director and independent directors of the Company each be paid a sum of S\$100,000 per annum on a *pro rata* basis, as directors’ fees for the financial year ended 31 December 2019.

ORDINARY RESOLUTION 3 – PROPOSED PAYMENT OF DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

Resolved that:

the non-executive director and independent directors of the Company each be paid a sum of S\$70,000 per annum on a *pro rata* basis, as directors’ fees for the financial year ended 31 December 2020.

ORDINARY RESOLUTION 4 – PROPOSED PAYMENT OF DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

Resolved that:

the independent directors of the Company each be paid a sum of S\$70,000 per annum on a *pro rata* basis, as directors’ fees for the financial year ending 31 December 2021, such sum to be paid to the independent directors of the Company quarterly in arrears.

BY ORDER OF THE BOARD

Mr Zang Jian Jun
Executive Director and Executive Chairman
17 September 2021

NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. The Notice of SGM, Proxy Form and Circular have also been made available on the SGX's as well as the Company's websites at the URLs as stated below:

SGX's website : <https://www.sgx.com/securities/company-announcements>

Company's website : <https://investor.ananinternational.com/home/circulars/>

Notes relating to measures to minimize the risk of Covid-19:

2. Pursuant to the COVID-19 (Temporary Measures) Act that was passed by Parliament on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 issued by the Minister of Law on 13 April 2020 (as amended from time to time), issuers are able to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company's constitution). A joint statement was also issued by the Monetary Authority of Singapore, the Accounting and Corporate Regulatory Authority and the Singapore Exchange Regulation on 13 April 2020 to provide guidance on the conduct of general meetings during the period when elevated safe distancing measures are in place. A further joint statement was issued on 1 October 2020 by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation providing guidance for listed and non-listed entities on the manner in which general meetings are to be conducted and encouraging such general meetings to be conducted via electronic means. On 6 April 2021, the Ministry of Law announced the extension of temporary legislative relief, which allows entities to conduct general meetings via electronic means, beyond 30 June 2021, and will continue to be in force until revoked or amended by Ministry of Law.

Participation in the SGM via live webcast or live audio feed

3. In light of the above, the SGM will be held by way of electronic means and shareholders will NOT be able to attend the SGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the SGM by:
 - (a) watching the SGM proceedings via live audio-visual webcast or listening to the SGM proceedings via live audio-only feed,
 - (b) submitting questions in advance of the SGM; and/or
 - (c) appointing the Chairman of the Meeting as proxy to vote on their behalf at the SGM.
4. Shareholders are required to pre-register their participation in the SGM (the "Pre-registration") at this link: <https://conveneagm.sg/AAISGM> (the "SGM Registration and Q&A Link") by 2.00 p.m. on Sunday, 10 October 2021 (the "Registration Deadline") for verification of their status as shareholders (or the corporate representatives of such shareholders).
5. Upon successful verification of their status, each such shareholder or its corporate representative will receive an email by 2.00 p.m. on Monday, 11 October 2021 with the link to access the live audio-visual webcast or live audio-only stream of the SGM proceedings. Shareholders or their corporate representative will be able to login with their email and password. Shareholders or their corporate representatives must not forward the email to other persons who are not shareholders and who are not entitled to participate in the SGM proceedings. Shareholders or their corporate representatives who have pre-registered by the Registration Deadline but do not receive an email may contact the Singapore Share Transfer Agent for assistance at shareregistry@incorp.asia or at +65 6812 1611 during operating hours from 9.00 a.m. to 5.30 p.m.

Voting by Proxy

6. A member (whether individual or corporate) must submit his/her/its proxy form appointing the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the SGM if such member wishes to exercise his/her/its voting rights at the SGM.
7. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
8. The duly executed Proxy Form can be submitted to the Company in the following manner:
 - a) if submitted in hard copy by post, be lodged at the office of the Company's Singapore Share Transfer Agent at 30 Cecil Street #19-08 Prudential Tower Singapore 049712; or
 - b) if submitted electronically, by sending a scanned pdf copy by email to shareregistry@incorp.asiain either case, at least 48 hours before the time appointed for the SGM (the "Proxy Deadlines").
9. A member who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
10. The Company will treat any valid Proxy Form appointing other person(s) as proxy(ies) as a valid Proxy Form appointing the Chairman of the Meeting as the member's proxy to attend, speak and vote at the SGM.

NOTICE OF SPECIAL GENERAL MEETING

11. Submission by a member of a valid Proxy Form appointing the Chairman of the Meeting as proxy **at least 48 hours before the time for holding the SGM will supersede any previous Proxy Form appointing a proxy(ies) submitted by that member.**
12. **Please note that Members will not be able to vote through the Live Webcast can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.**

Submission of questions prior to the SGM

13. Please note that shareholders will not be able to ask questions during the Live Webcast, and therefore it is important for shareholders who wish to ask questions to submit their questions in advance. Shareholders may submit questions related to the resolution(s) to be tabled at the SGM during Pre-registration via the SGM Registration and Q&A Link or by email to shareregistry@incorp.asia by no later than 2.00 p.m. on 9 October 2021 so that they may be addressed during the SGM proceedings.
14. The Board of Directors of the Company will endeavour to address all substantial and relevant questions received from members prior to the SGM by publishing the responses to those questions on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://investor.ananinternational.com/home/circulars/>. Where substantial and relevant questions submitted by members are unable to be addressed prior to the SGM, the Company will address them during the SGM through the live audio-visual webcast and live audio-only feed.
15. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received. The Company will publish the minutes of the SGM on SGXNET and the Company's website within one month after the date of SGM.

Important Reminder:

In view of the constantly evolving COVID-19 situation, the Company may be required to change its SGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on SGXNET for the latest updates on the status of SGM. Shareholders are also strongly encouraged to submit completed Proxy Forms electronically via email.

Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the Meeting as a proxy to vote at the SGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the SGM in accordance with this Notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purposes of processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as a proxy for the SGM (including any adjournment thereof), processing of the Pre-registration for purposes of granting access to members (or their corporate representatives in the case of members which are legal entities) to the live webcast or live audio feed of the SGM proceedings and providing them with any technical assistance where necessary, addressing relevant and substantial questions from members received before the SGM and if necessary, following up with the relevant members in relation to such questions, preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the SGM (including any adjournment thereof) and enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.