

CIRCULAR DATED 6 NOVEMBER 2015

This Circular is issued by Xpress Holdings Ltd (the “**Company**”).

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

If you have sold or transferred all your shares in the capital of the Company, you should hand this Circular, the notice of Extraordinary General Meeting 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.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



XPRESS HOLDINGS LTD

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199902058Z)

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

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	21 November 2015 at 10.00 a.m.
Date and time of Extraordinary General Meeting	:	23 November 2015 at 10.00 a.m.
Place of Extraordinary General Meeting	:	25 Tai Seng Ave, #01-01 Scorpio East Building, Singapore 534104

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DEFINITIONS

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

“ACRA”	:	Accounting and Corporate Regulatory Authority of Singapore
“Audit Committee”	:	The audit committee of the Company
“Auditors”	:	The auditors of the Company
“Board”	:	The board of Directors of the Company as at the date of this Circular
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 6 November 2015
“Companies Act”	:	Companies Act, Chapter 50 of Singapore
“Company”	:	Xpress Holdings Ltd
“Directors”	:	The directors of the Company as at the date of this Circular
“EGM”	:	The extraordinary general meeting of the Company to be convened on 23 November 2015, notice of which is set out on page 10 of this Circular
“Group”	:	The Company and its subsidiaries
“Listing Manual”	:	Listing manual of the SGX-ST
“FKT”	:	Messrs Foo Kon Tan LLP
“Proposed Change of Auditors”	:	The proposed change of Auditors from FKT to Nexia TS
“Nexia TS”	:	Messrs Nexia TS Public Accounting Corporation, a member firm of Nexia International
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholder(s)”	:	Registered holders of Shares, except that where the registered holder is CDP, the term “ Shareholder(s) ” shall, in relation to those Shares, mean the Depositors who have shares entered against their names in the Depository Register
“Shares”	:	Ordinary shares in the share capital of the Company
“%” or “per cent”	:	Per centum or percentage

The terms “Depositor” and “Depository Register” shall have the meaning 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.

DEFINITIONS

References to persons shall include corporations.

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

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 Companies Act or any statutory modification thereof and used in this Circular shall have the same meaning assigned to it under the Companies Act or any statutory modification thereof, as the case may be.

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

LETTER TO SHAREHOLDERS

XPRESS HOLDINGS LTD

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199902058Z)

Directors:

Lim Huan Chiang (*Executive Director and Chief Executive Officer*)
Ma Weidong (*Executive Chairman*)
Darlington Tseng Te-Lin (*Non-Executive Director*)
Sam Chong Keen (*Lead Independent Director*)
Chu Hongtao (*Independent Director*)

Registered Office:

61 Tai Seng Avenue #03-03
Crescendas Print Media Hub
Singapore 534167

6 November 2015

To: The Shareholders of Xpress Holdings Ltd

Dear Sir / Madam,

PROPOSED CHANGE OF AUDITORS

1. INTRODUCTION

- 1.1 The purpose of this Circular is to provide Shareholders with the relevant information and the underlying rationale pertaining to the Proposed Change of Auditors.
- 1.2 The approval of Shareholders for the Proposed Change of Auditors from Messrs Foo Kon Tan LLP (“**FKT**”) to Messrs Nexia TS Public Accounting Corporation (“**Nexia TS**”) will be sought at the EGM to be convened and held at 25 Tai Seng Ave, #01-01 Scorpio East Building, Singapore 534104 on 23 November 2015 at 10.00 a.m.. The notice of EGM is set out on page 10 of this Circular.

2. PROPOSED CHANGE OF AUDITORS

2.1 Reasons for the Proposed Change of Auditors

- 2.1.1 The Board is proposing a change of Auditors (i) as part of the Company’s corporate governance initiatives, and (ii) to be more cost efficient. The outgoing Auditors, FKT, were appointed as external Auditors since the financial year ended 31 July 2006.
- 2.1.2 As part of the Company’s good corporate governance initiatives, the Board is of the view that it would be timely to rotate and change the Auditors with effect from the current financial year ending 31 July 2015. A rotation of audit firm is recommended to discourage an audit firm from focusing on maintaining long-term relationships with the audit client, which could undermine the independence and effectiveness of the audit firm. A change of Auditors would also enable the Company to benefit from fresh perspectives and the views of another professional audit firm and further enhance the value of the audit.
- 2.1.3 As part of the Company’s efforts to be cost efficient, the Board has sourced for quotes from several reputable audit firms which have experience in auditing public companies. Following a review and consideration of the factors listed below in consultation with the Audit Committee, the Board has determined that the proposal given by Nexia TS is suitable to the existing needs and requirements of the Group. The scope of audit services to be provided by Nexia TS will be comparable to the services currently provided by FKT.
- 2.1.4 As such, the Board is proposing a change of Auditors to Nexia TS in place of FKT.
- 2.1.5 As announced by the Company on 8 October 2015, the Company had, on 5 October 2015, received a written statement from FKT, informing the Company of (i) its application to ACRA to resign as Auditors, and (ii) the reasons for its resignation as Auditors (“**Written Statement**”). The Written Statement is annexed on page 9 of this Circular.
- 2.1.6 As announced by the Company on 16 October 2015, the Company had, on 8 October 2015, obtained the consent of ACRA to FKT’s resignation as Auditors.

LETTER TO SHAREHOLDERS

2.1.7 Pursuant to Rule 712(3) of the Listing Manual, the change of Auditors is conditional upon the approval of the Shareholders at the EGM, and thereafter, Nexia TS will hold office until the conclusion of the next annual general meeting of the Company.

2.2 Information about Nexia TS

2.2.1 Nexia TS is associated with Smith & Williamson, and both Nexia TS and Smith & Williamson are independent member firms of Nexia International. Nexia International is a leading global network of independent accounting and consulting firms with a worldwide turnover in excess of USD3.1 billion, with substantial representation in the major financial centres of the world, which are supported by some 24,000 professional staff and over 570 offices in more than 110 countries globally. Smith & Williamson is a leading financial services firm and one of the top ten (10) largest firms of accounts in the UK, with 12 offices in the UK, Ireland and Jersey, and has 1,500 staff. Its services include investment management, accountancy, tax, corporate and financial advisory.

2.2.2 Nexia TS (formerly practicing as Nexia Tan & Sitoh) was founded in 1993 by two (2) experienced chartered accountants, namely Henry Tan and Sitoh Yih Pin. Nexia TS is registered with ACRA and has 19 directors and about 150 professionals offering auditing, accounting, advisory and taxation services. Nexia TS has offices in Singapore, Malaysia, Myanmar and Shanghai, PRC, and is amongst the top ten (10) largest accounting firms in Singapore. Certain directors of Nexia TS are audit committee members of a number of listed companies in Singapore and have many years of experience in corporate governance and auditing issues. Nexia TS is currently the external independent auditor to more than 35 Singapore-listed companies.

2.2.3 The engagement director in charge will be Mr. Low See Lien. Mr. Low is a practising member of the Institute of Singapore Chartered Accountants (ISCA) and a public accountant registered with ACRA. He has more than 15 years of professional experience in providing audit and assurance services to a variety of clients involved in trading, manufacturing, construction, property development, investment, retail and media communications, oil and gas.

2.2.4 His previous and current clients include companies listed on SGX-ST, multinational corporations listed in the United States of America and certain statutory boards in Singapore. He is also a key member of Nexia TS' Assurance Technical and Quality Control Department. Currently, he is the engagement director for six (6) companies listed on SGX-ST, amongst which two (2) have significant operations in PRC, and four (4) have substantial manufacturing operations.

2.2.5 The engagement manager in charge will be Ms. Aileen Yap, who will be supported by a team of experienced staff. Ms. Yap is member of the Institute of Singapore Chartered Accountants (ISCA) and has more than five (5) years of professional experience in providing audit and assurance services to a variety of clients involved in trading, manufacturing, food and beverage, telecommunication, property development, investment, retail and media communications. Her previous and current clients include companies listed on SGX-ST, multinational corporations and non-profit organisations in Singapore. She is also involved in initial public offerings as the reporting accountant for corporations seeking listing on SGX-ST.

2.2.6 For more information about Nexia TS, please visit www.nexiats.com.sg.

2.3 Opinion of the Audit Committee

The Audit Committee has, after taking into consideration the suitability of Nexia TS and compliance with the Listing Manual, recommended the Proposed Change of Auditors.

2.4 Opinion of the Directors

2.4.1 The Directors have taken into account the recommendation of the Audit Committee and various factors, including, *inter alia*, the adequacy of the resources and experience of Nexia TS, the audit engagement partner assigned to the audit, Nexia TS' other audit engagements, the Group's audit requirements and the number and experience of supervisory and professional staff to be assigned to the audit.

LETTER TO SHAREHOLDERS

2.4.2 The scope of audit services to be provided by Nexia TS will be comparable to the services currently provided by FKT. Subject to the approval by Shareholders at the EGM, (a) Nexia TS will be engaged to audit the accounts of the Company and its Singapore-incorporated subsidiaries; and (b) the relevant member firms of Nexia International will be engaged to audit the Company's significant foreign-incorporated subsidiaries.

2.4.3 The Directors are satisfied that the Company would be in compliance with Rule 712 and Rule 715 of the Listing Manual in relation to the Proposed Change of Auditors. Accordingly, the Directors have recommended the Proposed Change of Auditors.

2.5 Confirmation from Outgoing Auditors

In accordance with the requirements of Rule 1203(5) of the Listing Manual, FKT has confirmed to Nexia TS that it is not aware of any professional reasons why Nexia TS should not accept the appointment as Auditors.

2.6 Confirmation from the Company

2.6.1 In accordance with the requirements of Rule 1203(5) of the Listing Manual, the Company confirms that:-

- (a) there were no disagreements with FKT on accounting treatments within the last 12 months;
- (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 which has not been disclosed in Paragraphs 1 and 2 of this Circular;
- (c) the specific reasons for the Proposed Change of Auditors are as disclosed in Paragraph 2.1 above; and
- (d) it complies with Rules 712 and 715 of the Listing Manual in relation to the appointment of Nexia TS.

2.6.2 FKT has issued the Written Statement in connection with its resignation as Auditors to the Company on 5 October 2015 and Nexia TS has given its consent to be appointed as Auditors on 23 September 2015. Mr. Low See Lien will be the audit engagement partner assigned to the audit of the Group. The Company had, on 8 October 2015, obtained the consent of ACRA to FKT's resignation as Auditors. Pursuant to Rule 712(3) of the Listing Manual, the change of Auditors is conditional upon the approval of the Shareholders at the EGM.

2.6.3 The Board wishes to express their appreciation for the past services rendered by FKT.

2.6.4 The resolution for the Shareholders to approve the Proposed Change of Auditors is set out in the Notice of EGM.

3. DIRECTORS' RECOMMENDATIONS

Having fully considered the rationale and benefit of the Proposed Change of Auditors, 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 in respect of the Proposed Change of Auditors to be proposed at the EGM.

4. STATEMENT OF THE AUDIT COMMITTEE

The Audit Committee has reviewed the Proposed Change of Auditors and recommended the change of Auditors to Nexia TS, having satisfied itself of the suitability of Nexia TS and ensuring compliance with the requirements of the Listing Manual.

5. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page 10 of this Circular, is to be held at 25 Tai Seng Ave, #01-01 Scorpio East Building, Singapore 534104 on 23 November 2015 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any amendments the ordinary resolution set out in the notice of EGM.

LETTER TO SHAREHOLDERS

6. ACTION TO BE TAKEN BY SHAREHOLDERS

- 6.1 Shareholders who are unable to attend and vote at the EGM and who wish to appoint a proxy or proxies to attend and vote at the EGM on their behalf, should complete, sign and return the attached proxy form in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company not less than 48 hours before the time fixed for holding the EGM.
- 6.2 The completion and lodgement of a proxy form by a Shareholder does not preclude him from attending and voting in person at the EGM in place of his proxy or proxies if he so wishes. However, any appointment of a proxy or proxies by such Shareholder shall be deemed to be revoked if the Shareholder attends the EGM in person, and in such an event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to 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. INSPECTION OF DOCUMENTS

Copies of the following documents are available for inspection at the registered office of the Company during normal business hours from the date of this Circular up to and including the date of the EGM:-

- (a) the Memorandum and Articles of Association of the Company;
- (b) Written Statement from FKT regarding its resignation as Auditors dated 5 October 2015;
- (c) consent to act as Auditors from Nexia TS dated 23 September 2015;
- (d) professional clearance letter issued by FKT to Nexia TS dated 22 September 2015;
- (e) letter of consent to the inclusion of their name and all references in the Circular from FKT; and
- (f) letter of consent to the inclusion of their name and all references in the Circular from Nexia TS.

Yours faithfully
for and on behalf of the Board of Directors of
XPRESS HOLDINGS LTD

Lim Huan Chiang
Executive Director and Chief Executive Officer

WRITTEN STATEMENT FROM FKT



Foo Kon Tan LLP • 47 Hill Street, #05-01 SCCC Building • Singapore 179365
T +65 6336 3355 F +65 6337 2197 E fkt@fookontan.com www.fookontan.com

Our ref: X010/TKT/11

5 October 2015

The Board of Directors
Xpress Holdings Limited
Xpress Print (Pte) Ltd
Precise Media Group Limited
61 Tai Seng Avenue #03-03
Crescendas Print Media Hub
Singapore 534167

Dear Sirs

RESIGNATION AS AUDITORS

With reference to your letter stating your decision to terminate our firm as auditors of Xpress Holdings Limited ("the Company"), Xpress Print (Pte) Ltd and Precise Media Group Limited, we give notice of our intention to resign as auditors.

Please note that pursuant to Section 205AB(1) of the Companies Act, Cap. 50 (the "Act") and Rule 712(3) of the Listing Manual, our resignation is subject to the consent from the Accounting and Corporate Regulatory Authority ("ACRA") for our resignation as auditors of the Company and the approval of the shareholders at an extraordinary general meeting of the Company.

We have applied to the ACRA for consent to our resignation. Our resignation is a result of the Company's decision to discontinue Foo Kon Tan LLP as the auditors in view of the changes in substantial shareholders and the composition of key management, and the Company's view that a change in auditors could bring new perspective for the Company as set out in the letter.

We thank you for your support in the past and look forward to be of service again in the future should that opportunity arise.

Yours faithfully

Foo Kon Tan LLP

Chartered Accountants of Singapore

Foo Kon Tan LLP (UEN: T10LL00028) is an accounting limited liability partnership registered in Singapore under the Limited Liability Partnerships Act (Chapter 163A).

NOTICE OF EXTRAORDINARY GENERAL MEETING

XPRESS HOLDINGS LTD

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199902058Z)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the shareholders of Xpress Holdings Ltd (the “**Company**”) will be held at 25 Tai Seng Ave, #01-01 Scorpio East Building, Singapore 534104 on 23 November 2015 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without amendment, the ordinary resolution as set out below.

All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 6 November 2015.

ORDINARY RESOLUTION

PROPOSED CHANGE OF AUDITORS FROM MESSRS FOO KON TAN LLP TO MESSRS NEXIA TS PUBLIC ACCOUNTING CORPORATION

That:

- (a) Messrs Nexia TS Public Accounting Corporation be and is hereby appointed as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms to be agreed between the Directors and Messrs Nexia TS Public Accounting Corporation; and
- (b) the Directors and each of them be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interest of the Company to give effect to the Proposed Change of Auditors and/or this Ordinary Resolution.

BY ORDER OF THE BOARD

Shirley Tan Sey Liy

Company Secretary
XPRESS HOLDINGS LTD
6 November 2015

Notes:-

- 1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting may appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- 2. If a proxy is to be appointed, the proxy form must be duly deposited at the registered office of the Company at 61 Tai Seng Avenue, Crescendas Print Media Hub, #03-03, Singapore 534167 at least 48 hours before the time appointed for the holding of the Extraordinary General Meeting.
- 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 seal or under the hand of any officer or attorney duly authorised.

Personal Data Privacy:-

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.

PROXY FORM

XPRESS HOLDINGS LTD

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199902058Z)

EXTRAORDINARY GENERAL MEETING PROXY FORM

IMPORTANT:

CPF Investors

1. For investors who have used their CPF monies to buy the Company's shares, 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 FOR USE ONLY BY MEMBERS whose shares in Xpress Holdings Ltd are registered in their names. It is not valid for use by CPF investors and persons whose shares are not registered in their own names, and shall be ineffective for all intents and purposes if used or purported to be used by them.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 6 November 2015.

(You are advised to read the notes below before completing this form)

I/We, _____ (Name) _____ (NRIC/Passport number*)

of _____ (Address)

being a *member/members of Xpress Holdings Ltd (the "Company"), hereby appoint:

Name	Address	NRIC/ Passport No.	Proportion of Shareholding (%)

*and/or

Name	Address	NRIC/ Passport No.	Proportion of Shareholding (%)

or failing whom, the Chairman of the Meeting, as *my/our *proxy/proxies to vote for *me/us and on *my/our behalf at an Extraordinary General Meeting of the Company to be held at 25 Tai Seng Ave, #01-01 Scorpio East Building, Singapore 534104 on 23 November 2015 at 10.00 a.m. and at any adjournment thereof.

*I/We have indicated with an "X" in the appropriate box below how *I/We wish *my/our *proxy/proxies to vote. If no specific direction as to voting is given, *my/our *proxy/proxies may vote or abstain at *his/ their discretion as *he/they will on any other matters arising at the Extraordinary General Meeting.

Ordinary Resolution	For	Against
To approve the change of auditors of the Company from Messrs Foo Kon Tan LLP to Messrs Nexia TS Public Accounting Corporation		

Dated this _____ day of _____ 2015

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

Signature(s) of Member(s)/Corporation's Common Seal

**Delete as appropriate*



PROXY FORM

IMPORTANT: Please read notes below.

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 of Singapore), 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 as well as registered in your name in the Register of Members of the Company, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this instrument appointing a proxy will be deemed to relate to all the Shares held by you.
2. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote in his stead.
3. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Extraordinary General Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such an event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Extraordinary General Meeting.
5. This instrument appointing a proxy must be deposited at the registered office of the Company at 61 Tai Seng Avenue, Crescendas Print Media Hub, #03-03, Singapore 534167 not less than 48 hours before the time appointed for the Extraordinary General Meeting.
6. This instrument appointing a proxy must be under the hand of 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 seal or under the hand of an official or attorney duly authorised.
7. A corporation which is a member may, by resolution of its directors, authorise any person to act as its representative at the Extraordinary General Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
8. The Company shall be entitled to reject the instrument appointing a proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy. In addition, in the case of a member whose Shares are entered against his name in the Depository Register, the Company may reject any instrument appointing a proxy lodged if such member is not shown to have Shares entered against his name in the Depository Register not less than 48 hours before the time appointed for holding the Extraordinary General Meeting, as certified by The Central Depository (Pte) Limited to the Company.