

## **AA GROUP HOLDINGS LTD.**

(Company Registration No.: 200412064D)

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- 1. RESIGNATION OF DIRECTORS**
  - 2. APPOINTMENT OF DIRECTORS**
  - 3. CHANGES IN THE COMPOSITION OF THE BOARD AND BOARD COMMITTEES**
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The Board of Directors (the “**Board**”) of **AA Group Holdings Ltd.** (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) wishes to announce the following changes to take effect from 18 March 2016:

### **1. RESIGNATION OF DIRECTORS**

- (i) The resignation of Mr Chua Chee Heng as Lead Independent Director of the Company with effect from 18 March 2016.

Following Mr Chua Chee Heng’s resignation, he shall also step down as Chairman of the Nominating Committee and Remuneration Committee and member of the Audit Committee.

The details in relation to the resignation of Mr Chua Chee Heng as Lead Independent Director as required under the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) are set out in a separate announcement released today.

- (ii) The resignation of Mr Koh Yew Khoo, Christopher as Non-Independent Non-Executive Director of the Company with effect from 18 March 2016.

Following Mr Koh Yew Khoo, Christopher’s resignation, he shall also step down as member of the Nominating Committee, Remuneration Committee and Audit Committee.

The details in relation to the resignation of Mr Koh Yew Khoo, Christopher as Non-Independent Non-Executive Director as required under the Catalist Rules are set out in a separate announcement released today.

The Board would like to take the opportunity to express its appreciation to Mr Chua Chee Heng and Mr Koh Yew Khoo, Christopher for their guidance and contributions to the Group during their tenure of service with the Company.

## 2. APPOINTMENT OF DIRECTORS

- (i) The appointment of Mr Ong Sie Hou Raymond @ Zaim as an Independent Director of the Company with effect from 18 March 2016.

Mr Ong Sie Hou Raymond @ Zaim has been appointed as the Lead Independent Director, Chairman of the Nominating Committee and Remuneration Committee and a member of the Audit Committee.

The Board considers Ong Sie Hou Raymond @ Zaim to be independent for the purposes of Rule 704(7) of the Catalist Rules. The details in relation to the appointment of Mr Ong Sie Hou Raymond @ Zaim as an Independent Director of the Company as required under Rule 704(6) of the Catalist Rules are contained in a separate announcement released today.

## 3. CHANGES IN THE COMPOSITION OF THE BOARD AND BOARD COMMITTEES

Following the above changes, the Board, the Nominating Committee, Remuneration Committee and Audit Committee will be reconstituted as follows:

### Board of Directors

Mr Hsieh, Kuo Chuan @ Jaimes Hsieh (Executive Chairman)

Ms Feng, Tzu-Ju @ Julie Feng (Managing Director)

Ong Sie Hou Raymond @ Zaim (Lead Independent Director)

Mr Charles Chew Yeow Bian (Independent Director)

### Nominating Committee

Ong Sie Hou Raymond @ Zaim (Lead Independent Director) (Chairman)

Mr Charles Chew Yeow Bian (Independent Director)

### Remuneration Committee

Ong Sie Hou Raymond @ Zaim (Lead Independent Director) (Chairman)

Mr Charles Chew Yeow Bian (Independent Director)

### Audit Committee

Mr Charles Chew Yeow Bian (Independent Director) (Chairman)

Ong Sie Hou Raymond @ Zaim (Lead Independent Director)

The Board is aware that the NC, RC and AC should comprise at least three directors in accordance with the principles and guidelines of the Code of Corporate Governance 2012, and as such, the Board is currently in the process of selecting a suitable candidate to be appointed as an Independent Director who would be replacing Mr Koh Yew Khoo, Christopher's position in the NC, RC and AC.

**By Order of the Board**

AA Group Holdings Ltd.  
Feng, Tzu-Ju @ Julie Feng  
Managing Director  
18 March 2016

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Stamford Corporate Services Pte. Ltd. (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Sponsor has not independently verified the contents of this announcement.*

*This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.*

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