AGV GROUP LIMITED
(Company Registration No. 201536566H)
(Incorporated In the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at **TKP Conference Center 137 Cecil Street, #04-01 Singapore 069537 on 18 January 2017 at 10.00 a.m.** to transact the following business:

ORDINARY BUSINESSES

1. To receive and adopt the Directors' Statement and Audited Accounts of the Company for the financial year ended 30 September 2016 together with the Auditors' Report thereon. **Resolution 1**
2. To re-elect Mr Jack Chia Seng Hee pursuant to Article 102 of the Company's Constitution. [See Explanatory Note (i)] **Resolution 2**
3. To re-elect Mr Albert Ang Nam Wah pursuant to Article 102 of the Company's Constitution. [See Explanatory Note (i)] **Resolution 3**
4. To re-elect Mr James Ang Nam Heng pursuant to Article 102 of the Company's Constitution. [See Explanatory Note (i)] **Resolution 4**
5. To re-elect Mr Ang Ghee Ann pursuant to Article 102 of the Company's Constitution. [See Explanatory Note (i)] **Resolution 5**
6. To re-elect Mr Toh Hock Ghim pursuant to Article 102 of the Company's Constitution. [See Explanatory Note (i)] **Resolution 6**
7. To re-elect Mr Benjamin Choo Chih Chien pursuant to Article 102 of the Company's Constitution. [See Explanatory Note (i)] **Resolution 7**
8. To re-elect Mr Chng Weng Wah pursuant to Article 102 of the Company's Constitution. [See Explanatory Note (i)] **Resolution 8**
9. To re-elect Mr Yeong Chun Song pursuant to Article 102 of the Company's Constitution. [See Explanatory Note (i)] **Resolution 9**
10. To approve the payment of Directors' fees of S$67,500 for the financial year ended 30 September 2016, to be paid quarterly in arrears. **Resolution 10**
11. To approve the payment of Directors' fees of S$195,000 for the financial year ending 30 September 2017, to be paid quarterly in arrears. **Resolution 11**
12. To re-appoint Mazars LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **Resolution 12**
13. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

SPECIAL BUSINESSES

14. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:

"That pursuant to Section 161 of the Companies Act, Cap. 50 (the "**Act**") and Rule 806 of the Listing Manual (Section B: Rules of Catalist) ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Directors of the Company be authorised and empowered to:

(a) (i) issue shares in 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 or issue of (as well as adjustments to) options, 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 of the Company may in their absolute discretion deem fit; and

(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force, provided always that:

(i) the aggregate number of shares (including shares to be issued pursuant to this Resolution shall not exceed 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a pro rata basis to the Shareholders of the Company shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);

(ii) (subject to such calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the percentage number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares in the Company at the time of the passing of this Resolution, after adjusting for:

i. new shares arising from the conversion or exercise of any convertible securities;

ii. new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

iii. any subsequent bonus issue, consolidation or subdivision of shares;

(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

(iv) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."
[See Explanatory Note (ii)] **Resolution 13**

By Order of the Board
Albert Ang
30 December 2016

Explanatory Notes:

(i) Mr Jack Chia Seng Hee will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, chairman of the Board, chairman of the Audit Committee, a member of the Nominating Committee and a member of the Remuneration Committee. Mr Jack Chia Seng Hee is considered independent for the purposes of Rule 704(7) of the Catalist Rules.

Mr Albert Ang Nam Wah will upon re-election as a Director of the Company, remain as an Executive Director of the Company.

Mr James Ang Nam Heng will upon re-election as a Director of the Company, remain as an Executive Director of the Company.

Mr Ang Ghee Ann will upon re-election as a Director of the Company, remain as an Executive Director of the Company.

Mr Toh Hock Ghim will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, chairman of the Nominating Committee, a member of the Remuneration Committee and a member of the Audit Committee. Mr Toh Hock Ghim is considered independent for the purposes of Rule 704(7) of the Catalist Rules.

Mr Benjamin Choo Chih Chien will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, chairman of the Remuneration Committee, a member of the Nominating Committee and a member of the Audit Committee. Mr Benjamin Choo Chih Chien is considered independent for the purposes of Rule 704(7) of the Catalist Rules.

Mr Yeong Chun Song will upon re-election as a Director of the Company, remain as a Non-Executive Director of the Company.

Mr Chng Weng Wah will upon re-election as a Director of the Company, remain as a Non-Executive Director of the Company.

(ii) The Ordinary Resolution 13 above, if passed, will empower the Directors of the Company from the date of this Meeting until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares), of which up to 50% may be issued other than on a pro rata basis to Shareholders.

For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.

Notes:

1. (a) Except for a member who is a relevant intermediary (as defined under Section 181 of the Act), a member of the Company entitled to attend and vote at the general meeting is required to appoint one or two proxies to attend and vote in his stead.
   (b) A member of the Company who is a relevant intermediary may appoint more than two proxies to attend and vote at the general meeting, but such proxies must be appointed to exercise the rights attached to a specified number of shares.
2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies shall in the case of an individual, be signed by the appointor or his attorney, and in the case of a corporation shall be either under the Common Seal or signed by its attorney or a duly authorised officer on behalf of the corporation.
4. The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 22 Benoi Road Singapore 629892 not less than 72 hours before the time appointed for holding the Meeting.
5. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the Annual General Meeting in order for the Depositor to attend and vote at the Annual General Meeting.

Personal Data Privacy:

By submitting 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, or by attending the Annual General Meeting, 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, 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. In addition, by attending the Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for any of the Purposes.