

**AA GROUP HOLDINGS LTD.**  
(Company Registration No. 200412064D)  
(Incorporated in the Republic of Singapore)

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**PROPOSED CHANGE OF AUDITORS**

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The Board of Directors (the “**Board**”) of AA Group Holdings Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce the Company’s intention to change its auditors from Moore Stephens LLP (“**Moore Stephens**”) to Crowe Horwath First Trust LLP (“**Crowe Horwath**”) (the “**Proposed Change of Auditors**”).

The Company’s current auditors, Moore Stephens, were re-appointed as auditors of the Company at the last annual general meeting (“**AGM**”) of the Company held on 30 May 2018, to hold office until the conclusion of the next AGM of the Company. Moore Stephens had served as the auditors of the Company since 2 November 2004. The Board is of the view that as a matter of good corporate governance, it would be appropriate to periodically rotate auditors. The Board believes that a change of auditors may enable the Company to benefit from fresh perspectives and views of another professional audit firm and thus, further enhance the value of the audit. As such, it would be timely to rotate and effect a change of external auditors and to seek a fee quotation from another major international audit firm for the audit of the Company’s financial statements for the financial year ending 31 December 2018.

The Board, taking into consideration the requirements of Rules 712 and 715 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**Catalist Rules**”), concurred with the audit committee of the Company that Crowe Horwath will be able to meet the audit requirements of the Group.

On 24 August 2018, Moore Stephens informed the Company, *inter alia*, that Moore Stephens had applied to the Accounting and Corporate Regulatory Authority of Singapore (“**ACRA**”) to seek its consent to resign as auditors. On 14 September 2018, Moore Stephens received a letter from ACRA approving its resignation as auditors. Subsequently, Moore Stephens had, on 14 September 2018, provided the Company with their notice of resignation dated 14 September 2018 stating the reasons for its resignation as the auditors (the “**Written Statement**”). A copy of the Written Statement is attached to this announcement.

In accordance with Section 205AB(5) of the Companies Act (Cap. 50) of Singapore (the “**Companies Act**”) and the written approval from ACRA, the resignation of Moore Stephens as auditors took effect on 14 September 2018.

Crowe Horwath had on 31 August 2018 given its written consent to act as new auditors, subject to approval from shareholders being obtained for the Proposed Change of Auditors at the extraordinary general meeting (“**EGM**”) to be convened in due course.

Pursuant to Rule 712(3) of the Catalist Rules and Section 205AF of the Companies Act, the appointment of Crowe Horwath as new auditors in place of Moore Stephens must be specifically approved by shareholders at a general meeting. The appointment of Crowe Horwath would therefore take effect upon approval of the same by shareholders at the EGM and, if appointed, Crowe Horwath will hold office until the conclusion of the next AGM.

The Board wishes to express its appreciation for the past services rendered by Moore Stephens.

In accordance with Rule 712(3) of the Catalist Rules, the Company confirms that:

- (a) Moore Stephens has confirmed to Crowe Horwath that it is not aware of any professional reasons why Crowe Horwath should not accept the appointment as auditors of the Company;
- (b) there were no disagreements with Moore Stephens on accounting treatments within the last 12 months up to the date of their resignation, being 14 September 2018;

- (c) it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of shareholders which has not been disclosed in this announcement;
- (d) the specific reasons for the Proposed Change of Auditors are disclosed as above. The Proposed Change of Auditors is neither due to the dismissal of Moore Stephens nor Moore Stephens declining to continue to serve as auditors of the Company; and
- (e) it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Crowe Horwath as its new auditors.

A circular to shareholders setting out further details on the Proposed Change of Auditors, together with the notice of EGM, will be despatched to shareholders in due course.

### **By Order of the Board**

Lai Choong Hon  
Executive Director  
21 September 2018

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*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 and the SGX-ST assumes 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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