

**CIRCULAR DATED 3 JUNE 2020**

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

**If you are in any doubt about the contents of this Circular or 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 Wong Fong Industries Limited ("**Company**"), you should immediately forward this Circular, the Notice of Extraordinary General Meeting ("**EGM**") and the enclosed Proxy Form to the purchaser or transferee or to the bank, stockbroker or other 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 and has been reviewed by the Company's sponsor, United Overseas Bank Limited ("**Sponsor**"), for compliance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst. This Circular has not been examined or approved by the SGX-ST. 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. The contact person for the Sponsor is Mr. Chia Beng Kwan, Senior Director, Equity Capital Markets at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, telephone: (65) 6533 9898.

This Circular has been made available on SGXNET and the Company's website at the URL <http://wongfongindustries.com/>. A printed copy of this Circular will NOT be despatched to Shareholders (as defined herein).

Due to the current COVID-19 outbreak in Singapore, Shareholders will not be allowed to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by (a) watching the EGM proceedings via "live" webcast or listening to the EGM proceedings via "live" audio feed, (b) submitting questions in advance of the EGM, and/or (c) voting by proxy at the EGM. Please see paragraph 9.2 of this Circular for these alternative arrangements.

With the constantly evolving COVID-19 situation, the situation is fluid and the Company may be required to change its EGM arrangements at short notice. Shareholders should check the SGXNET and the above URL for updates on the EGM.



**WONG FONG INDUSTRIES LIMITED**

(Incorporated in Singapore)

(Company Registration Number: 201500186D)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO**

- (1) THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF HTMI HOTEL AND TOURISM MANAGEMENT INSTITUTE PTE. LTD. AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES; AND**
- (2) THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE.**

**IMPORTANT DATES AND TIMES:**

Last date and time for lodgment of Proxy Form	:	22 June 2020 at 3.15 p.m.
Date and time of EGM	:	25 June 2020 at 3.15 p.m. by way of electronic means (or as soon as practicable immediately following the conclusion or adjournment of the annual general meeting of the Company to be held by way of electronic means at 3.00 p.m. on the same day)
Place of EGM	:	The EGM will be held by way of electronic means  Please refer to paragraph 9 of this Circular for further details

---

## CONTENTS

---

HEADINGS	PAGE
DEFINITIONS .....	1
<b>LETTER TO SHAREHOLDERS</b>	
1. INTRODUCTION .....	6
2. THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF HTMI HOTEL AND TOURISM MANAGEMENT INSTITUTE PTE. LTD. AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES .....	6
3. THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE.....	12
4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS .....	26
5. DIRECTORS' RECOMMENDATION.....	27
6. EXTRAORDINARY GENERAL MEETING .....	27
7. ABSTENTIONS FROM VOTING.....	27
8. NO DESPATCH OF DOCUMENTS.....	28
9. ACTION TO BE TAKEN BY SHAREHOLDERS .....	28
10. DIRECTORS' RESPONSIBILITY STATEMENT.....	30
11. DOCUMENTS AVAILABLE FOR INSPECTION .....	30
NOTICE OF EXTRAORDINARY GENERAL MEETING.....	32
PROXY FORM	

---

## DEFINITIONS

---

Except where the context otherwise requires, the following definitions apply throughout this Circular:

- “Academic Cooperation Agreement”** : Has the meaning ascribed to it in paragraph 2.3.2(d) of this Circular.
- “AGM”** : The annual general meeting of the Company.
- “Approvals”** : Has the meaning ascribed to it in paragraph 2.3.2(c) of this Circular.
- “Ascendo”** : Ascendo International Holdings Pte. Ltd.
- “Associate”** : (a) In relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his immediate family;
  - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
  - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more.
- (b) In relation to a Substantial Shareholder or Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.
- “Average Closing Price”** : Has the meaning ascribed to it in paragraph 3.3.4 of this Circular.
- “Board”** : The board of Directors of the Company as at the date of this Circular.
- “Catalist”** : The Catalist Board of the SGX-ST.
- “Catalist Rules”** : The SGX-ST Listing Manual Section B: Rules of Catalist, as may be amended, modified or supplemented from time to time.
- “CDP”** : The Central Depository (Pte) Limited.
- “Circular”** : This circular to Shareholders dated 3 June 2020.
- “Companies Act”** : Companies Act, Cap. 50 of Singapore, as amended, modified or supplemented from time to time.
- “Company”** : Wong Fong Industries Limited.

---

## DEFINITIONS

---

<b>“Completion”</b>	:	Has the meaning ascribed to the term in paragraph 2.3.2 of this Circular.
<b>“Completion Date”</b>	:	1 July 2020, or such other date as the parties may mutually agree in writing.
<b>“concert parties”</b>	:	Has the meaning ascribed to it in paragraph 3.9.2 of this Circular.
<b>“Consideration”</b>	:	Has the meaning ascribed to it in paragraph 2.3.1 of this Circular.
<b>“Constitution”</b>	:	The constitution of the Company for the time being.
<b>“control”</b>	:	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company.
<b>“Controlling Shareholder”</b>	:	A person who:  (a) holds directly or indirectly 15% or more of the nominal amount of all voting Shares (excluding treasury shares) in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or  (b) in fact exercises control over the Company.
<b>“day of the making of the offer”</b>	:	Has the meaning ascribed to it in paragraph 3.3.4 of this Circular.
<b>“Directors”</b>	:	The directors of the Company as at the date of this Circular.
<b>“Documents”</b>	:	Has the meaning ascribed to it in paragraph 8 of this Circular.
<b>“EGM”</b>	:	The extraordinary general meeting of the Company to be held by way of electronic means on 25 June 2020 at 3.15 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the AGM to be held by way of electronic means at 3.00 p.m. on the same day), notice of which is set out on page 32 of this Circular.
<b>“EPS”</b>	:	Earnings per Share.
<b>“FY”</b>	:	Financial year ended, or ending (as the case may be) on 31 December.
<b>“Global Development Agreement”</b>	:	Has the meaning ascribed to it in paragraph 2.3.2(e) of this Circular.
<b>“Group”</b>	:	Collectively, the Company and its subsidiaries as at the Latest Practicable Date.
<b>“HTMi Switzerland”</b>	:	Has the meaning ascribed to it in paragraph 2.2.1 of this Circular.

---

## DEFINITIONS

---

<b>“immediate family”</b>	:	In relation to a person, means the person’s spouse, child, adopted child, step-child, sibling and parent.
<b>“Investment Partners”</b>	:	Has the meaning ascribed to it in paragraph 2.3.4(b) of this Circular.
<b>“Latest Practicable Date”</b>	:	28 May 2020, being the latest practicable date prior to the printing of this Circular.
<b>“Loans”</b>	:	Has the meaning ascribed to it in paragraph 2.1 of this Circular.
<b>“Market Day”</b>	:	A day on which the SGX-ST is open for trading in securities.
<b>“Market Purchases”</b>	:	Has the meaning ascribed to it in paragraph 3.3.3 of this Circular.
<b>“Maximum Price”</b>	:	Has the meaning ascribed to it in paragraph 3.3.4 of this Circular.
<b>“month”</b>	:	A calendar month.
<b>“Net Liability Value”</b>		Total liability less cash and accounts receivable.
<b>“Notice of EGM”</b>	:	The notice of EGM as set out on page 32 of this Circular.
<b>“NTA”</b>	:	Net tangible assets.
<b>“Off-Market Purchase”</b>	:	Has the meaning ascribed to it in paragraph 3.3.3 of this Circular.
<b>“Operational Expenses”</b>	:	Has the meaning ascribed to it in paragraph 2.3.1 of this Circular.
<b>“Order”</b>	:	Has the meaning ascribed to it in paragraph 6 of this Circular.
<b>“Pre-registration Website”</b>	:	Has the meaning ascribed to it in paragraph 9.2.1 of this Circular.
<b>“Proposed Acquisition”</b>	:	Has the meaning ascribed to it in paragraph 2.1 of this Circular.
<b>“Proposed Sale”</b>	:	Has the meaning ascribed to it in paragraph 2.3.3 of this Circular.
<b>“Proxy Form”</b>	:	The proxy form in respect of the EGM as set out in this Circular.
<b>“Registrar”</b>	:	The Registrar of Companies.
<b>“Relevant Period”</b>	:	Has the meaning ascribed to it in paragraph 3.1 of this Circular.
<b>“SFA”</b>	:	The Securities and Futures Act, Cap. 289 of Singapore, as amended, modified or supplemented from time to time.
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited.
<b>“Share Buy-Back(s)”</b>	:	The purchase(s) or acquisition(s) of Shares by the Company

---

## DEFINITIONS

---

pursuant to the terms of the Share Buy-Back Mandate.

- “Share Buy-Back Mandate”** : The proposed general and unconditional mandate given by Shareholders to authorise the Directors to purchase Shares in accordance with the terms set out in ordinary resolution 2 of the EGM Notice, as more particularly described in this Circular and in accordance with the rules and regulations set forth in the Companies Act and the Catalist Rules.
- “Shareholders”** : Persons who are registered as holders of Shares in the Register of Members of the Company except that where the registered holder is CDP, the term **“Shareholders”** shall mean the depositors who have Shares credited to their Securities Accounts.
- “Shares”** : Ordinary shares in the capital of the Company.
- “SIC”** : Securities Industry Council of Singapore.
- “SPA”** : Has the meaning ascribed to it in paragraph 2.1 of this Circular.
- “Submission Deadline”** : Has the meaning ascribed to it in paragraph 9.2.2 of this Circular.
- “subsidiary holdings”** : Shares held by subsidiaries of the Company in accordance with the Companies Act.
- “Substantial Shareholder”** : A person who has an interest or interests in one (1) or more voting Shares, and the total votes attached to that Share, or those Shares, is not less than 5% of the total votes attached to all the voting Shares.
- “Take-over Code”** : The Singapore Code on Take-overs and Mergers, as amended modified or supplemented from time to time.
- “Target”** : Has the meaning ascribed to it in paragraph 2.1 of this Circular.
- “Vendor”** : Mr. Ian Robert James Larmour.
- “S\$” and “cents”** : Singapore dollars and cents, respectively.
- “%”** : Percentage or per centum.

The terms **“Depositor”**, **“Depository Register”** and **“Depository Agent”** shall have the meanings ascribed to them respectively in Section 81SF of the SFA. The term **“treasury shares”** shall have the meaning ascribed to it in Section 4 of the Companies Act. The term **“subsidiary”** shall have the meaning ascribed to it in Section 5 of the Companies Act.

Any reference in this Circular to **“paragraph”** is a reference to a paragraph in this Circular.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include individuals, firms and corporations.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as

---

## DEFINITIONS

---

for the time being amended or re-enacted. Any term defined under the Companies Act, the SFA, the Catalist Rules, the Take-over Code or any modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, the SFA, the Catalist Rules, the Take-over Code or such modification thereof, as the case may be, unless otherwise provided.

Summaries of the provisions of any laws and regulations (including the Take-over Code and the Catalist Rules) contained in this Circular are of such laws and regulations (including the Take-over Code and the Catalist Rules) as at the Latest Practicable Date.

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

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

Any discrepancies in figures included in this Circular between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

---

## LETTER TO SHAREHOLDERS

---

### WONG FONG INDUSTRIES LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 201500186D)

**Directors:**

Mr Pao Kiew Tee (*Independent Chairman*)  
Mr Liew Ah Kuie (*Co-Founder and Group Chief Executive Officer*)  
Mr Liew Chern Yean (*Executive Director*)  
Mr Lew Chern Yong (*Non-Executive Non-Independent Director*)  
Mr Wong Chit Chong (*Independent Director*)

**Registered Office:**

79 Joo Koon Circle  
Singapore 629107

3 June 2020

To: The Shareholders of Wong Fong Industries Limited

Dear Sir/Madam,

#### 1. INTRODUCTION

##### 1.1 EGM

The Directors are convening an EGM to be held by way of electronic means on 25 June 2020 at 3.15 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the AGM to be held by way of electronic means at 3.00 p.m. on the same day) to seek the approval of Shareholders in relation to the following ordinary resolutions:

(a) the proposed acquisition of the entire issued and paid-up ordinary shares in the capital of HTMi Hotel and Tourism Management Institute Pte. Ltd. as a major transaction under Chapter 10 of the Catalist Rules; and

(b) the proposed adoption of the Share Buy-Back Mandate,

(collectively, the “**Proposed Resolutions**”).

##### 1.2 Circular

The purpose of this Circular is to provide Shareholders with information relating to, and to seek Shareholders’ approval for, the Proposed Resolutions which shall be tabled at the EGM, notice of which is set out on page 32 of this Circular. This Circular has been prepared solely for the purpose set out herein and may not be relied upon by any persons (other than Shareholders to whom this Circular is addressed) or for any other purpose.

The SGX-ST takes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Circular.

#### 2. THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF HTMI HOTEL AND TOURISM MANAGEMENT INSTITUTE PTE. LTD. AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES

##### 2.1 Background

On 26 May 2020, the Company announced that its subsidiary, Ascendo, had on 25 May 2020, entered into a sale and purchase agreement (“**SPA**”) with the Vendor to acquire an aggregate



---

## LETTER TO SHAREHOLDERS

---

of 1,934,000 ordinary shares in the share capital of HTMi Hotel and Tourism Management Institute Pte. Ltd. ("**Target**"), representing 100% of the issued and paid-up share capital of the Target ("**Proposed Acquisition**").

Based on the unaudited management accounts of the Target for the financial year ended 31 March 2020, the Target achieved a net profit of S\$3,398,000, following waiver of related party loans extended to the Target in the aggregate amount of approximately S\$4,671,000 as at 31 March 2020 (collectively, the "**Loans**"). Ascendo would not have proceeded with the Proposed Acquisition of the Target had the waiver of the Loans not been made.

In the circumstances, notwithstanding that the Target achieved a net profit of S\$3,398,000 (based on the unaudited management accounts after inclusion of waiver of the Loans of S\$4,671,000) for the financial year ended 31 March 2020, the Board has decided to treat the Proposed Acquisition as a "major transaction" and is seeking approval of Shareholders at the EGM pursuant to Rule 1014 of the Catalist Rules to proceed with the Proposed Acquisition. Further details of the Proposed Acquisition are set out in paragraph 2.3 of this Circular.

### 2.2 Information on the Target and the Vendor

#### 2.2.1 Information on the Target

The Target is an exempt private company incorporated in Singapore on 26 February 2015. As at the date hereof, the Target has an issued and paid-up share capital of S\$1,934,000 comprising 1,934,000 ordinary shares. The Vendor is the legal and beneficial owner of the entire issued and paid-up share capital of the Target.

The Target is a private higher education institute for the hospitality and tourism industry. It is registered with the Council of Private Education and has been granted the EduTrust Award under the EduTrust Certification Scheme. The Target operates a commercial school for hotel and tourism management education and offers higher education managerial programmes and courses under the HTMi brand, with students of different nationalities. The Target adopts its programmes and curriculums from HTMi Switzerland AG ("**HTMi Switzerland**") and the Vendor, who is the managing director and founder of HTMi Switzerland, will be serving as a consultant and advisor to the Target after Completion.

Based on the unaudited management accounts of the Target for the financial year ended 31 March 2020, the net tangible liabilities and Net Liability Value of the Target were approximately S\$17,000 and S\$136,000 respectively, and the net profits of the Target was approximately S\$3,398,000, following waiver of the Loans. Without the waiver of the Loans of S\$4,671,000, the Target's unaudited profit and loss account for the financial year ended 31 March 2020 would have resulted in a net loss of approximately S\$1,273,000. Had the Loans not been waived, Ascendo would not have proceeded with the Proposed Acquisition. No independent valuation was conducted on the Target.

For illustrative purpose only, assuming that the Loans had not been waived, the net tangible liabilities and Net Liability Value of the Target would have been approximately S\$4,688,000 and S\$4,807,000 respectively.

#### 2.2.2 Information on the Vendor

The Vendor has more than 30 years of experience in the hospitality industry, and he is the founder, developer and operator of a number of brands in the hospitality industry. The Vendor was previously the European Development Director for restaurant, hotel and bar brands owned by Scottish and Newcastle PLC, and is currently the Chief Executive Officer of Swiss Hospitality Group International, HTMi Hotel and Tourism Management Institute Switzerland and Swisstouches Hotels and Resorts, and Chairman of the International Project Development Consortium for real estate projects in China. The Vendor holds a Master of Business Administration from Bath University, United Kingdom.

---

## LETTER TO SHAREHOLDERS

---

HTMi Switzerland (which operates under the trade name of “HTMi Hotel and Tourism Management Institute Switzerland”) is a company incorporated in Switzerland and is engaged in the business of the operation of a commercial school offering higher education programmes and courses for hotel and tourism management education. As at the date hereof, the Vendor is the legal and beneficial owner of the entire issued and paid-up share capital of HTMi Switzerland. HTMi Switzerland currently has over 2,000 students enrolled in its higher education courses globally, and was ranked amongst the top 20 in the world by the 2020 QS World University Rankings in Hospitality and Leisure Management.

The Vendor is not related to the Directors or Controlling Shareholders and their respective associates. As at the date of this Circular, the Vendor does not have any interest in the shares of the Company.

### 2.3 Principal terms of the Proposed Acquisition

#### 2.3.1 Consideration

The aggregate consideration for the Proposed Acquisition is S\$150,000 (“**Consideration**”) in cash, payable on Completion.

The Consideration was determined based on arm’s length negotiations between Ascendo and the Vendor and was arrived at on a willing buyer willing seller basis after taking into account, *inter alia*, the purchase of a 100% stake in the Target, profitability of the Target, the Target’s established presence in Singapore, synergies of the Target with Ascendo’s current business and leadership position of the Target in the hotel and tourism industry.

Pursuant to the terms of the SPA, in addition to the Consideration, Ascendo shall be liable for all operational expenses of the Target from 1 April 2020 (“**Operational Expenses**”). Assuming Completion is effected on 1 July 2020, such Operational Expenses is estimated to be approximately S\$400,000.

The Consideration and the Operational Expenses will be funded by the Company’s internal resources and/or bank borrowings.

#### 2.3.2 Conditions precedent

Pursuant to the SPA, completion of the Proposed Acquisition (“**Completion**”) is conditional upon, *inter alia*, the following matters being satisfied or waived in accordance with the SPA:

- (a) completion of a business, legal and financial due diligence exercise on the Target by Ascendo and its representatives and advisers, and the results of such exercise being satisfactory to Ascendo in its absolute discretion;
- (b) compliance with all applicable requirements as prescribed under the Catalist Rules in relation to the Proposed Acquisition and obtaining approval from Shareholders and the SGX-ST (to the extent required) in relation to the Proposed Acquisition;
- (c) all necessary approvals, consents, waivers, licences, authorisations, orders, grants, confirmations, permissions and/or registrations (“**Approvals**”), for the Proposed Acquisition and the transactions contemplated under the SPA, and all Approvals which are material for the carrying on of the business of the Target immediately after Completion being granted by all third parties including all governmental authorities, to Ascendo, the Vendor and the Target (as the case may be), and not withdrawn or amended, on or before Completion Date, and if such Approval(s) is subject to any condition(s) or restriction(s), such condition(s) or restriction(s) being acceptable to Ascendo in its absolute discretion;
- (d) finalisation of an academic cooperation agreement in relation to training and education programmes offered by the Target (“**Academic Cooperation Agreement**”), on terms

---

## LETTER TO SHAREHOLDERS

---

mutually acceptable to Ascendo and the Vendor, to be entered into between the Target and HTMi Switzerland;

- (e) finalisation of a global development agreement in relation to the international expansion of HTMi Switzerland (“**Global Development Agreement**”), on terms mutually acceptable to Ascendo and the Vendor, to be entered into between Ascendo and HTMi Switzerland; and
- (f) all existing and outstanding liabilities of the Target, including but not limited to any related party loans which have been extended to or by the Target, having been fully settled to the satisfaction of Ascendo in its absolute discretion.

If any of the conditions precedent is not fulfilled or waived by Ascendo on or before the Completion Date, the SPA shall *ipso facto* cease and determine and none of the parties to the SPA shall have any claim against the other party for costs, damages, compensation or otherwise, save for, amongst others, any claim by Ascendo against the Vendor arising from a breach of its undertaking to procure fulfilment of certain conditions precedent.

### 2.3.3 Right of first refusal

Pursuant to the terms of the SPA, in the event that prior to Completion there is any intention and/or discussion relating, directly or indirectly, to the sale of any debt, equity or assets of HTMi Switzerland (“**Proposed Sale**”), the Vendor shall forthwith notify Ascendo in writing of the Proposed Sale (including details such as a description and amount of the debt / equity / assets proposed to be sold, the terms of the Proposed Sale, the identity of the proposed purchaser(s) and the purchase price) and Ascendo shall be entitled to a right of first refusal to participate in the Proposed Sale on terms no less favourable than that being offered by the proposed purchaser(s).

### 2.3.4 Academic Cooperation Agreement and Global Development Agreement

Under the terms of the SPA, it is a condition precedent that the Academic Cooperation Agreement and the Global Development Agreement be finalised, and that each of these agreements to be entered into between (i) the Target and HTMi Switzerland; and (ii) Ascendo and HTMi Switzerland, respectively, on Completion.

#### (a) Academic Cooperation Agreement

It is envisaged that, under the Academic Cooperation Agreement, HTMi Switzerland shall support the Target in relation to the Target’s training and education programmes in terms of, amongst others, providing guidelines, course curriculum, academic standards, syllabus, faculty training and facilities, to enable the Target to run the programmes within HTMi Switzerland’s educational framework.

Specifically, under the terms of the Academic Cooperation Agreement, HTMi Switzerland shall, amongst others:

- (i) provide the Target with the specifications, guidelines, operational, quality controls, course curriculum and academic standards for each programme to meet the standards of HTMi Switzerland and the EduTrust Certification Scheme; and
- (ii) provide the complete academic expertise such as syllabi, details of courses, inputs on listing of facilities, minimum qualifications for faculty and infrastructure inputs.

The Academic Cooperation Agreement also provides the Target with the license to use the logo and brand name and lays down the promotional and marketing activities of the Target with regards to the programmes. Furthermore, the Academic Cooperation Agreement regulates the assessment and examination arrangements in relation to the

---

## LETTER TO SHAREHOLDERS

---

courses and programmes offered by the Target and provides for student progressions between the Target and HTMi Switzerland in relation to the programmes and courses offered by each of the Target and HTMi Switzerland.

Fees shall be payable based on the level of student enrollments and student referrals. The Academic Cooperation Agreement may be terminated by, *inter alia*, mutual agreement between the parties.

(b) Global Development Agreement

Under the Global Development Agreement, Ascendo shall assist HTMi Switzerland in its international expansion through its brand and programmes and courses via partnerships with investment partners ("**Investment Partners**") in selected locations to be mutually agreed.

It is envisaged that Ascendo shall assist in marketing HTMi Switzerland to potential partners, including introducing Investment Partners to HTMi Switzerland. Thereafter, HTMi Switzerland shall be responsible for managing such partnerships and be fully responsible for providing guidelines, course curriculum, academic standards and syllabus in relation to such partnerships.

Based on the above, fees shall then be distributed between the parties based on the nature of work provided and value added by each party in the overall development activities for each new location.

Subject to mutual agreement, the Global Development Agreement may be entered into by Ascendo or its nominee. The Global Development Agreement may be terminated by, *inter alia*, mutual agreement between the parties.

### 2.3.5 Completion

Subject to the fulfilment or waiver of the conditions precedent to the SPA, Completion is expected to take place on 1 July 2020 or such other date as Ascendo and the Vendor may mutually agree in writing.

### 2.4 **Rationale for the Proposed Acquisition**

The Proposed Acquisition is well-placed in the strategic roadmap for the Group's training and education business. It is the Group's first venture into the private education sector and offers key international partnership opportunities with institutes of higher education, universities and colleges. The Target's business will complement the Continuing Education and Training course offerings by the Group's training entities which should enable the Group to offer more specialised courses and diplomas.

The Proposed Acquisition will also enable the Group to diversify its training and talent management businesses, and further expand the scope of training provided by the Group's training business to the public. In addition to industrial and hospitality training, the Group aims to provide tertiary training in the hotel and tourism management segment upon completion of the Proposed Acquisition.

If expansion and diversification into the Target's business is to be done organically within the Group, the management estimates that it would entail more time and resources to obtain the requisite licences and accreditations and assemble a competent team. The Directors believe that the Proposed Acquisition will enable the Group to further diversify and expand its training business and harness the administrative and operational efficiencies within the Group.

The Board is therefore of the view that the Proposed Acquisition is in the best interests of the Group and its Shareholders as it may lead to potential growth of the Group's training business.

---

## LETTER TO SHAREHOLDERS

---

### 2.5 The Proposed Acquisition as a “major transaction” under Chapter 10 of the Catalyst Rules

Based on the latest announced audited consolidated financial statements of the Group for FY2019 and the unaudited management accounts of the Target for the financial year ended 31 March 2020, the relative figures of the Proposed Acquisition computed on the applicable bases set out in Rule 1006 of the Catalyst Rules are as follows:

Rule 1006	Bases	Relative figures (%)
(a)	Net asset value of the assets to be disposed of, compared with the Group’s net asset value	Not applicable
(b)	Net profits attributable to the assets acquired, compared with the Group’s net profits	119.6 <sup>(1)</sup>
(c)	Aggregate value of the consideration given, compared with the Company’s market capitalisation based on the total number of issued shares excluding treasury shares	2.0 <sup>(2)(3)</sup>
(d)	Number of equity securities issued by the Company as consideration for the Proposed Acquisition, compared with the number of equity securities previously in issue	Not applicable
(e)	Aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group’s proved and probable reserves	Not applicable

**Notes:**

- (1) The Group’s profit before income tax, minority interests and extraordinary items for FY2019 was approximately S\$2,841,000. The Target’s profit before income tax, minority interests and extraordinary items for the financial year ended 31 March 2020 was approximately S\$3,398,000. Assuming that the Loans had not been waived, the Target would have a net loss of approximately S\$1,273,000. Ascendo would not have proceeded with the Proposed Acquisition if the Loans had not been waived.
- (2) Based on (i) the aggregate of the Consideration of S\$150,000, the Operational Expenses of approximately S\$400,000 and Net Liability Value of approximately S\$136,000, and (ii) the Company’s market capitalisation of S\$34,075,000. Assuming that the Loans had not been waived, the Target would have a Net Liability Value of approximately S\$4,807,000. Ascendo would not have proceeded with the Proposed Acquisition if the Loans had not been waived.
- (3) The Company’s market capitalisation was computed based on the Company’s existing issued and paid-up share capital of 235,000,000 Shares and the volume-weighted average price of S\$0.1450 per Share on 15 May 2020, being the last market day preceding the date of the SPA on which the Shares were traded.

Assuming that the Loans had not been waived, the Target would have an unaudited net loss of approximately S\$1,273,000 which exceeds 10% of the Group’s consolidated net profits, and pursuant to paragraph 4.6 of Practice Note 10A of the Catalyst Rules, the Proposed Acquisition would have been deemed a “major transaction” under Rule 1014 of the Catalyst Rules.

In the circumstances, notwithstanding that the Target achieved an unaudited net profit of S\$3,398,000 for the financial year ended 31 March 2020, the Board has decided to treat the Proposed Acquisition as a “major transaction” and is seeking approval of Shareholders at the EGM pursuant to Rule 1014 of the Catalyst Rules to proceed with the Proposed Acquisition.

### 2.6 Financial effects of the Proposed Acquisition

The financial effects of the Proposed Acquisition are for illustrative purposes only and do not reflect the actual future financial performance or position of the Group after Completion.

The pro forma financial effects have been computed based on the following:

---

## LETTER TO SHAREHOLDERS

---

- (a) the audited consolidated financial statements of the Group for FY2019; and
- (b) the unaudited management accounts of the Target for the financial year ended 31 March 2020.

### 2.6.1 NTA per Share

Assuming that the Proposed Acquisition had been completed on 31 December 2019, the effects of the Proposed Acquisition on the Group's NTA per Share as at 31 December 2019 would be as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition
NTA (S\$'000)	45,369	45,352
Number of Shares ('000)	235,000	235,000
NTA per Share (cents)	19.31	19.30

### 2.6.2 EPS

Assuming that the Proposed Acquisition had been completed on 1 January 2019, the effects of the Proposed Acquisition on the Group's EPS for FY2019 would be as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition
Profit attributable to owners of the Company (S\$'000)	2,267	5,665
Weighted average number of Shares ('000)	235,000	235,000
EPS (cents)	0.96	2.41

### 2.7 **Service agreement**

No person is proposed to be appointed as a Director in connection with the Proposed Acquisition. Accordingly, no service agreement is proposed to be entered into between the Company and any such person.

## 3. **THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE**

### 3.1 **Background**

Any purchase or acquisition of Shares by the Company will have to be made in accordance with, and in the manner prescribed by, the Companies Act, the Constitution, the Catalist Rules, and such other laws and regulations as may for the time being be applicable.

It is a requirement under Part XI of Chapter 8 of the Catalist Rules and the Companies Act that a company may purchase its own shares if it has obtained the prior specific approval of shareholders in a general meeting. Accordingly, approval is being sought from Shareholders at the EGM for the Share Buy-Back Mandate. An ordinary resolution will be proposed, pursuant to which the Share Buy-Back Mandate will be given to the Directors to exercise all powers of the Company to purchase or otherwise acquire Shares according to the terms of the Share Buy-Back Mandate.

---

## LETTER TO SHAREHOLDERS

---

If approved by Shareholders at the EGM, the authority conferred by the Share Buy-Back Mandate will take effect from the date of the EGM and continue in force until:

- (a) the date on which the next AGM is held or required by law to be held;
- (b) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by Shareholders in a general meeting; or
- (c) the date on which the purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated,

whichever is the earliest (the “**Relevant Period**”).

It is currently intended that the Share Buy-Back Mandate shall be put to Shareholders for renewal at each subsequent AGM.

### **3.2 Rationale for the Proposed Adoption of the Share Buy-Back Mandate**

The rationale for the Company to undertake the purchase or acquisition of its Shares is as follows:

- (a) in managing the business of the Group, the management team strives to improve Shareholders’ value, *inter alia*, the return on equity of the Group. A Share purchase is one of the ways through which the return on equity of the Group may be enhanced;
- (b) the Share Buy-Back Mandate provides the Company with an additional mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements in an expedient and cost-efficient manner; and
- (c) it allows the Directors to exercise greater control over the Company’s share capital structure, dividend payout and cash reserves, thereby optimising the use of any surplus cash, especially when the Company is not required to borrow money in the repurchase of shares.

Shares which are purchased or acquired may be held as treasury shares which have the added benefit of being used in lieu of issuing new Shares would also mitigate the dilution impact on existing Shareholders.

While the Share Buy-back Mandate would authorise a purchase or acquisition of Shares up to the said 10% limit during the period referred to in paragraph 3.3.2 below, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buy-back Mandate may not be carried out to the full 10% limit as authorised and the purchases or acquisitions of Shares pursuant to the Share Buy-back Mandate will be made only as and when the Directors consider it to be in the best interests of the Company and/or Shareholders and in circumstances which they believe will not result in any material adverse effect on the financial condition of the Company or the Group, or result in the Company being delisted from the SGX-ST. The Directors will use their best efforts to ensure that after a purchase or acquisition of Shares pursuant to the Share Buy-back Mandate, the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or adversely affect the orderly trading and listing status of the Shares on the SGX-ST.

---

## LETTER TO SHAREHOLDERS

---

### 3.3 Authority and Limits on the Share Buy-Back Mandate

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Buy-Back Mandate are set out below:

#### 3.3.1 Maximum Number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company. The total number of Shares which may be purchased or acquired pursuant to the Share Buy-Back Mandate is limited to that number of Shares representing not more than 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the resolution passed by Shareholders for the Share Buy-Back Mandate, unless the Company has, at any time during the Relevant Period, reduced its share capital in accordance with the applicable provisions of the Companies Act, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered after such capital reduction. Any Shares which are held as treasury shares or subsidiary holdings will be disregarded for the purposes of computing the 10% limit.

**For illustrative purposes only**, based on the general rule in the foregoing paragraph, on the basis of 235,000,000 Shares in issue (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date and assuming no further Shares are issued on or prior to the EGM, and that the Company does not reduce its share capital, not more than 23,500,000 Shares (representing not more than 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at that date) may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate during the Relevant Period.

#### 3.3.2 Duration of Authority

Purchases or acquisitions of Shares may be made by the Company pursuant to the Share Buy-Back Mandate, at any time and from time to time, on and from the date of the resolution passed in relation to the Share Buy-Back Mandate, up to:

- (a) the date on which the next AGM is held or required by law to be held;
- (b) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by Shareholders in a general meeting; or
- (c) the date on which the purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated,

whichever is the earliest.

The authority conferred on the Directors by the Share Buy-Back Mandate to purchase or acquire Shares may be renewed by Shareholders in any general meeting of the Company, such as at the next AGM or at an extraordinary general meeting to be convened immediately after the conclusion or adjournment of the next AGM. When seeking the approval of Shareholders for the adoption of the Share Buy-Back Mandate, the Company is required to disclose details pertaining to purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate made during the previous 12 months, including the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for such purchases or acquisitions of Shares, where relevant, and the total consideration paid for such purchases or acquisitions.



---

## LETTER TO SHAREHOLDERS

---

### 3.3.3 Manner of Purchase or Acquisition

Purchases or acquisitions of Shares may be made by way of:

- (a) on-market share purchases ("**Market Purchases**"), transacted on the SGX-ST through the SGX-ST trading system, through one or more duly licensed stockbrokers appointed by the Company for the purpose, in accordance with Section 76E of the Companies Act; and/or
- (b) off-market share purchases ("**Off-Market Purchases**") effected in accordance with an equal access scheme in accordance with Section 76C of the Companies Act.

The Directors may impose such terms and conditions which are not inconsistent with the Share Buy-Back Mandate, the Catalist Rules, the Companies Act and the Constitution, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. An Off-Market Purchase must, however, satisfy all of the following conditions:

- (i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of the abovementioned persons shall be given a reasonable opportunity to accept the offers made to them; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements, differences in consideration attributable to the fact that offers may relate to Shares with different amounts remaining unpaid, and differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

Pursuant to the Catalist Rules, if the Company wishes to make an Off-Market Purchase in accordance with an equal access scheme, the Company must issue an offer document to all Shareholders containing at least the following information:

- (1) the terms and conditions of the offer;
- (2) the period and procedures for acceptances;
- (3) the reasons for the Share Buy-Back;
- (4) the consequences, if any, of the Share Buy-Back by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (5) whether the Share Buy-Back, if made, could affect the listing of the Shares on the SGX-ST;
- (6) details of any Share Buy-Back made by the Company in the previous 12 months (whether by way of Market Purchases or Off-Market Purchases), giving the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for the purchases or acquisitions of Shares, where relevant, and the total consideration paid for the purchases or acquisitions; and
- (7) whether the Shares purchased or acquired by the Company will be cancelled or kept as treasury shares.

---

## LETTER TO SHAREHOLDERS

---

### 3.3.4 Maximum Purchase Price

The purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors. However, the purchase price to be paid for the Shares pursuant to the Share Buy-Back must not exceed:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price (as defined below); and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price (as defined below),

("Maximum Price") in either case, excluding related expenses of the Share Buy-Back.

For the above purposes:

**"Average Closing Price"** means the average of the closing market prices of the Shares traded on the SGX-ST over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Day period and the day on which the purchases are made.

**"day of the making of the offer"** means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

### 3.4 **Status of Purchased or Acquired Shares**

A Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share. Accordingly, the total number of issued Shares will be diminished by the number of issued Shares purchased or acquired by the Company which are cancelled and are not held as treasury shares.

All Shares purchased or acquired by the Company (unless held as treasury shares by the Company to the extent permitted under the Companies Act) will be automatically delisted by the SGX-ST, and certificates (if any) in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following the settlement of any such purchase or acquisition.

At the time of each Share Buy-Back, the Directors will decide whether the Shares purchased or acquired will be cancelled or kept as treasury shares, or partly cancelled and partly kept as treasury shares, taking into consideration the then prevailing circumstances and requirements of the Company at the relevant time.

### 3.5 **Treasury Shares**

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

---

## LETTER TO SHAREHOLDERS

---

### 3.5.1 Maximum Holdings

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares. In the event that the Company holds more than 10% of the total number of its Shares as treasury shares, the Company shall cancel or dispose of the excess treasury shares in the manner set out under paragraph 3.5.3 below within six (6) months beginning with the day on which that contravention occurs, or such further period as the Registrar of Companies may allow.

### 3.5.2 Voting and Other Rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. Furthermore, a subdivision or consolidation of any treasury share into treasury shares of a greater or smaller number is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

### 3.5.3 Disposal and Cancellation

Where Shares are held as treasury shares, the Company may at any time:

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of, or pursuant to any share scheme, whether for its employees, directors or other persons;
- (c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares; or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

## 3.6 Reporting Requirements

Within 30 days after the passing of a Shareholders' resolution to approve the purchase or acquisition of Shares by the Company, the Directors shall lodge a copy of such resolution with the Registrar.

The Directors shall notify the Registrar within 30 days after a purchase or acquisition of Shares on the SGX-ST or otherwise. Such notification shall include details of the purchase or acquisition including the date of the purchase or acquisition, the total number of Shares purchased or acquired by the Company, the number of Shares cancelled and the number of Shares held as treasury shares, the Company's issued share capital before and after the purchase or acquisition, the amount of consideration paid by the Company for the purchase or acquisition, whether the Shares were purchased or acquired out of profits or the capital of the Company, and such other information as required by the Companies Act.

---

## LETTER TO SHAREHOLDERS

---

The Catalist Rules specify that a listed company shall announce all purchases or acquisitions of shares to the SGX-ST not later than 9.00 a.m.:

- (a) in the case of a Market Purchase, on the Market Day following the day on which the Market Purchase was made; and
- (b) in the case of an Off-Market Purchase, on the second Market Day after the close of acceptances of the offer for the Off-Market Purchase.

Such announcement (which must be in the form of Appendix 8D to the Catalist Rules) must include, *inter alia*, the details of the date of the purchase, the total number of shares purchased, the number of shares cancelled, the number of shares held as treasury shares, the purchase price per share or the highest and lowest prices paid for such shares, as applicable, and the total consideration (including stamp duties and clearing charges) paid or payable for the shares, the number of shares purchased as at the date of announcement (on a cumulative basis), the number of issued shares (excluding treasury shares and subsidiary holdings), the number of treasury shares held after the purchase, and the number of subsidiary holdings after the purchase.

The Company, upon undertaking any sale, transfer, cancellation and/or use of treasury shares, will comply with Rule 704(31) of the Catalist Rules, which provides that an issuer must make an immediate announcement thereof, stating the following:

- (i) date of the sale, transfer, cancellation and/or use;
- (ii) purpose of such sale, transfer, cancellation and/or use;
- (iii) number of treasury shares sold, transferred, cancelled and/or used;
- (iv) number of treasury shares before and after such sale, transfer, cancellation and/or use;
- (v) percentage of the number of treasury shares against the total number of Shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (vi) value of the treasury shares if they are used for a sale or transfer, or cancelled.

### **3.7 Source of Funds**

The Company may only apply funds for Share Buy-Backs as provided in the Constitution and in accordance with the applicable laws in Singapore. The Company may not purchase or acquire its Shares for a consideration other than in cash or, in the case of a Market Purchase, for settlement otherwise than in accordance with the trading rules of the SGX-ST.

The Company may use internal sources of funds or external borrowings or a combination of both to finance the Company's purchase or acquisition of Shares pursuant to the Share Buy-Back Mandate. The Directors do not propose to exercise the Share Buy-Back Mandate to such an extent that it would have a material adverse effect on the working capital requirements of the Group.

Any purchase or acquisition of Shares may be made only if the Company is solvent and out of the Company's capital and/or profits. It is an offence for a director or chief executive officer of a company to approve or authorise the purchase or acquisition of shares, knowing that the company is not solvent.

---

## LETTER TO SHAREHOLDERS

---

For this purpose, pursuant to the Companies Act, a company is solvent if:

- (a) there is no ground on which the company could be found to be unable to pay its debts;
- (b) if:
  - (i) it is intended to commence winding up of the company within the period of 12 months immediately after the date of the payment, the company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or
  - (ii) it is not intended so to commence winding up, the company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and
- (c) the value of its assets is not less than the value of its liabilities (including contingent liabilities) and will not, after any purchase or acquisition of shares, become less than the value of its liabilities (including contingent liabilities).

### 3.8 Illustrative Financial Effects

#### 3.8.1 General

It is not possible for the Company to realistically calculate or quantify the impact of purchases or acquisitions of Shares that may be made pursuant to the Share Buy-Back Mandate on the NTA per Share and EPS as the resultant effect would depend on, *inter alia*, the aggregate number of Shares purchased or acquired, whether the purchase or acquisition is made out of capital or profits, the purchase prices paid for such Shares, the amount (if any) borrowed by the Company to fund the purchase or acquisition and whether the Shares purchased or acquired are cancelled or held as treasury shares.

The Company's total number of issued Shares will be diminished by the total number of Shares purchased by the Company and which are not held as treasury shares. The NTA of the Group will be reduced by the aggregate purchase price (including any expenses such as brokerage and commission) paid by the Company for the Shares.

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

The purchase or acquisition of Shares will only be effected by the Company after the Directors have considered relevant factors such as the working capital requirements, the availability of financial resources, the expansion and investment plans of the Group, and the prevailing market conditions.

For illustrative purposes only, the financial effects of the Share Buy-Back Mandate on the Company and the Group, based on the audited financial statements of the Group for FY2019 are based on the assumptions set out below:

- (a) based on 235,000,000 Shares in issue (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date and assuming no further Shares are issued and no reduction of share capital of the Company takes place, not more than 23,500,000 Shares (representing 10% of the total number of issued Shares as at the

---

## LETTER TO SHAREHOLDERS

---

date of the EGM (excluding treasury shares and subsidiary holdings)) may be purchased by the Company pursuant to the Share Buy-Back Mandate (if adopted);

- (b) in the case of Market Purchases by the Company and assuming that the Company purchases or acquires 23,500,000 Shares at the Maximum Price of S\$0.1430 for one (1) Share (being 105% of the Average Closing Price of the Shares for the five (5) Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 23,500,000 Shares (excluding related expenses) is approximately S\$3.4 million; and
- (c) in the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 23,500,000 Shares at the Maximum Price of S\$0.1634 for one (1) Share (being the price equivalent to 120% of the Average Closing Price of the Shares for the five (5) Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 23,500,000 Shares (excluding related expenses) is approximately S\$3.8 million.

For illustrative purposes only, and based on the assumptions set out in sub-paragraphs (a), (b) and (c) above and assuming that:

- (i) such purchase or acquisition of Shares is made entirely out of capital and financed solely by internal sources of funds;
- (ii) the Share Buy-Back Mandate had been effective on 1 January 2019;
- (iii) the Company had purchased or acquired 23,500,000 Shares on 1 January 2019; and
- (iv) the transaction costs incurred for the purchase or acquisition of Shares pursuant to the Share Buy-back Mandate were insignificant and have been ignored for the purpose of computing the financial effects,

the financial effects of:

- (1) the purchase or acquisition of 23,500,000 Shares by the Company in a Market Purchase or Off-Market Purchase, where such Shares are held as treasury shares; and
- (2) the purchase or acquisition of 23,500,000 Shares by the Company in a Market Purchase or Off-Market Purchase, where such Shares are cancelled,

on the audited financial statements of the Group and the Company for FY2019 pursuant to the Share Buy-Back Mandate, are summarised in the following pages.

The financial effects of the acquisition of Shares by the Company pursuant to the Share Buy-Back Mandate by way of purchases made out of profits are similar to that of purchases made out of capital. Therefore, only the financial effects of the acquisition of Shares pursuant to the Share Buy-Back Mandate by way of purchases made out of capital are set out in this Circular.

## LETTER TO SHAREHOLDERS

(1) Purchases made entirely out of capital and held as treasury shares

As at 31 December 2019	Group			Company		
	Before Share Buy-back	After Share Buy-back assuming Market Purchase	After Share Buy-back Assuming Off- Market Purchase	Before Share Buy-back	After Share Buy-back assuming Market Purchase	After Share Buy-back Assuming Off- Market Purchase
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Share capital	11,351	11,351	11,351	11,351	11,351	11,351
Accumulated profits	38,420	38,420	38,420	4,680	4,680	4,680
Reserves	745	745	745	588	588	588
Treasury shares	-	(3,400)	(3,800)	-	(3,400)	(3,800)
Equity attributable to owners of the Company	50,516	47,116	46,716	16,619	13,219	12,819
Non-controlling interests	1,877	1,877	1,877	-	-	-
Total equity	52,393	48,993	48,593	16,619	13,219	12,819
Current assets	49,704	46,304	45,904	13,366	9,966	9,566
Current liabilities	17,177	17,177	17,177	314	314	314
Cash and cash balances	25,178	21,778	21,378	12,818	9,418	9,018
Total borrowings <sup>(1)</sup>	12,345	12,345	12,345	-	-	-
NTA <sup>(2)</sup>	45,369	41,969	41,569	16,619	13,219	12,819
Profit (loss) attributable to owners of the Company	2,267	2,267	2,267	(743)	(743)	(743)
Number of Shares ('000) (excluding treasury shares)	235,000	211,500	211,500	235,000	211,500	211,500
<b>Financial Ratios</b>						
NTA per Share (cents) <sup>(3)</sup>	19.31	19.84	19.65	7.07	6.25	6.06
Gearing (%) <sup>(4)</sup>	23.56%	25.20%	25.40%	N.A	N.A	N.A
Current ratio (times) <sup>(5)</sup>	2.89	2.70	2.67	42.57	31.74	30.46
EPS (cents) <sup>(6)</sup>	0.96	1.07	1.07	(0.32)	(0.35)	(0.35)

**Notes:**

- (1) Total borrowings pertain to lease liabilities and bank borrowings.
- (2) NTA equals equity attributable to owners of the Company less intangible assets.
- (3) NTA per Share equals NTA divided by number of Shares (excluding treasury shares).
- (4) Gearing equals total borrowings divided by total equity.
- (5) Current ratio equal current assets divided by current liabilities.
- (6) EPS equals profit attributable to owners of the Company divided by the number of Shares (excluding treasury shares).

## LETTER TO SHAREHOLDERS

(2) Purchases made entirely out of capital and cancelled

As at 31 December 2019	Group			Company		
	Before Share Buy-back	After Share Buy-back assuming Market Purchase	After Share Buy-back Assuming Off- Market Purchase	Before Share Buy-back	After Share Buy-back assuming Market Purchase	After Share Buy-back Assuming Off- Market Purchase
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Share capital	11,351	7,951	7,551	11,351	7,951	7,551
Accumulated profits	38,420	38,420	38,420	4,680	4,680	4,680
Reserves	745	745	745	588	588	588
Treasury shares	-	-	-	-	-	-
Equity attributable to owners of the Company	50,516	47,116	46,716	16,619	13,219	12,819
Non-controlling interests	1,877	1,877	1,877	-	-	-
Total equity	52,393	48,993	48,593	16,619	13,219	12,819
Current assets	49,704	46,304	45,904	13,366	9,966	9,566
Current liabilities	17,177	17,177	17,177	314	314	314
Cash and cash balances	25,178	21,778	21,378	12,818	9,418	9,018
Total borrowings <sup>(1)</sup>	12,345	12,345	12,345	-	-	-
NTA <sup>(2)</sup>	45,369	41,969	41,569	16,619	13,219	12,819
Profit (loss) attributable to owners of the Company	2,267	2,267	2,267	(743)	(743)	(743)
Number of Share ('000) (excluding treasury shares)	235,000	211,500	211,500	235,000	211,500	211,500
<b>Financial Ratios</b>						
NTA per Share (cents) <sup>(3)</sup>	19.31	19.84	19.65	7.07	6.25	6.06
Gearing (%) <sup>(4)</sup>	23.56%	25.20%	25.40%	N.A	N.A	N.A
Current ratio (times) <sup>(5)</sup>	2.89	2.70	2.67	42.57	31.74	30.46
EPS (cents) <sup>(6)</sup>	0.96	1.07	1.07	(0.32)	(0.35)	(0.35)

**Notes:**

- (1) Total borrowings pertain to lease liabilities and bank borrowings.
- (2) NTA equals equity attributable to owners of the Company less intangible assets.
- (3) NTA per Share equals NTA divided by number of Shares (excluding treasury shares).
- (4) Gearing equals total borrowings divided by total equity.
- (5) Current ratio equal current assets divided by current liabilities.
- (6) EPS equals profit attributable to owners of the Company divided by the number of Shares (excluding treasury shares).

Shareholders should note that the financial effects set out above are purely for illustrative purposes only and based on the abovementioned assumptions. In particular, it is important to note that the above financial analysis is based on historical numbers for FY2019, and is not necessarily representative of future financial performance.

Although the Share Buy-Back Mandate (if adopted) would authorise the Company to purchase up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as determined in accordance with the applicable provisions of the Companies Act,



---

## LETTER TO SHAREHOLDERS

---

the Company may not necessarily purchase or be able to purchase the entire 10% of the total number of its issued Shares (excluding treasury shares and subsidiary holdings). In addition, the Company may cancel all or part of the purchased Shares or hold all or part of the purchased Shares in treasury.

Shareholders who are in doubt as to their tax positions or any tax implications in their respective jurisdictions should consult their own professional tax advisers.

### 3.9 Take-over implications

Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are summarised below.

#### 3.9.1 Obligation to make a take-over offer

Under Rule 14 of the Take-over Code, a person will be required to make a general offer for a public company if:

- (a) he acquires 30% or more of the voting rights of the company; or
- (b) he holds between 30% and 50% of the voting rights of the company and he increases his voting rights in the company by more than 1% in any six (6)-month period.

If, as a result of any purchase or acquisition by the Company of the Shares, the proportionate interest in the voting capital of the Company of a Shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. Consequently, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate effective control of the Company and become obliged to make an offer under Rule 14 of the Take-over Code.

#### 3.9.2 Persons acting in concert

Under the Take-over Code, persons acting in concert ("**concert parties**") comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate effective control of that company.

Unless the contrary is established, the Take-over Code presumes, *inter alia*, the following persons to be acting in concert, namely:

- (a) a company with its parent company, its subsidiaries, its fellow subsidiaries, any associated companies of the foregoing companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing for the purchase of voting rights;
- (b) a company with any of its directors, together with their close relatives, related trusts and any companies controlled by any of the directors, their close relatives and related trusts;
- (c) a company with any of its pension funds and employee share schemes;

---

## LETTER TO SHAREHOLDERS

---

- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser;
- (f) directors of a company, together with their close relatives, related trusts and companies controlled by any of them, which is subject to an offer or where they have reason to believe a bona fide offer for their company may be imminent;
- (g) partners; and
- (h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to the instructions of the individual, companies controlled by any of the foregoing persons, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons and/or entities for the purchase of voting rights.

For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.

The circumstances under which Shareholders, including Directors and their concert parties respectively, will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2 to the Take-over Code.

### 3.9.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

In general terms, the effect of Rule 14 and Appendix 2 to the Take-over Code is that, unless exempted, Directors and their concert parties will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if such Directors and their concert parties hold between 30% and 50% of the Company's voting rights, if the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six (6) months.

Under Appendix 2 to the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buy-Back Mandate unless so required under the Companies Act.

### 3.9.4 Application of the Take-over Code

To the best of the Directors' knowledge, there are no persons who may incur an obligation to make a take-over offer as a result of any purchase or acquisition of Shares by the Company pursuant to the proposed adoption of the Share Buy-back Mandate. Further details of the interests of the Directors and Substantial Shareholders in Shares as at the Latest Practicable Date are set out in paragraph 4 of this Circular.

---

## LETTER TO SHAREHOLDERS

---

The statements in this Circular do not purport to be a comprehensive or exhaustive description of all implications that may arise under the Take-over Code. Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any purchase or acquisition of Shares by the Company should consult SIC and/or their professional advisers at the earliest opportunity.

### 3.10 Listing rules

The Catalist Rules does not expressly prohibit any purchase or acquisition of its own shares by a listed company during any particular time or times. However, as the Company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued Shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Buy-Back Mandate at any time after a price-sensitive development has occurred or has been the subject of a decision of the Directors until such time as the price-sensitive information has been publicly announced or disseminated in accordance with the requirements of the Catalist Rules.

In particular, the Company, in line with Rule 1204(19)(c) of the Catalist Rules, will not purchase or acquire any Shares through Market Purchases during the period of one (1) month before the announcement of the Company's half year and full year financial statements.

The Company's decision to purchase or acquire Shares would only be made with an arrangement that could reasonably be expected to ensure that information that is not generally available would not be communicated or informed to the person within the Company who makes the decision to transact.

The Company is required under Rule 723 of the Catalist Rules to ensure that at least 10% of the total number of issued Shares (excluding preference shares, convertible equity securities and treasury shares) in a class that is listed is at all times held by the public. The "public", as defined in the Catalist Rules, are persons other than directors, chief executive officer, substantial shareholders or controlling shareholders of the issuer or its subsidiary companies, and Associates of such persons.

As at the Latest Practicable Date, 61,578,200 Shares, representing approximately 26.20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), are in the hands of the public. Assuming that the Company purchases the aggregate of 23,500,000 Shares through Market Purchases (being the full 10% limit pursuant to the Share Buy-Back Mandate) from the public, and such Shares are not held as treasury shares and are cancelled, the number of Shares held in the hands of the public would be reduced to 38,078,200 Shares, representing approximately 18.00% of the total number of issued Shares (excluding treasury shares and subsidiary holdings).

Accordingly, the Company is of the view that there is a sufficient number of Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares up to the full 10% limit pursuant to the Share Buy-Back Mandate (if adopted) without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading.

In purchasing or acquiring any Shares, the Directors will use their best efforts to ensure that the Company does not effect a purchase or acquisition which would result in the number of Shares remaining in the hands of the public falling to such a level as to (i) cause market illiquidity; (ii) adversely affect the orderly trading of the Shares; or (iii) adversely affect the listing status of the Shares on the SGX-ST.

## LETTER TO SHAREHOLDERS

### 3.11 Taxation

Shareholders who are in doubt as to their respective tax positions or any such tax implications or who may be subject to tax in a jurisdiction other than Singapore should consult their own professional advisers.

### 3.12 Previous Share Buy-Backs

The Company currently does not have in force a share buy-back mandate and accordingly has not made any Share Buy-Backs in the 12 months preceding the Latest Practicable Date.

### 3.13 Limits on Shareholdings

There are no limits on shareholdings.

## 4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

### 4.1 Interests in the Company

The interests of Directors and Substantial Shareholders as at the Latest Practicable Date, as recorded in the Company's Register of Directors and Register of Substantial Shareholders, respectively, are as follows:

Name	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>
<b><u>Directors</u></b>						
Pao Kiew Tee	-	-	-	-	-	-
Liew Ah Kuie <sup>(2)</sup>	-	-	158,280,000	67.35	158,280,000	67.35
Liew Chern Yean <sup>(3)</sup>	-	-	158,280,000	67.35	158,280,000	67.35
Lew Chern Yong <sup>(3)</sup>	-	-	158,280,000	67.35	158,280,000	67.35
Wong Chit Chong	-	-	-	-	-	-
<b><u>Substantial Shareholders</u></b>						
Wong Fong Investments Pte Ltd	158,280,000	67.35	-	-	158,280,000	67.35
Liew Ah Kuie <sup>(2)</sup>	-	-	158,280,000	67.35	158,280,000	67.35
Liew Chern Yean <sup>(3)</sup>	-	-	158,280,000	67.35	158,280,000	67.35
Lew Chern Yong <sup>(3)</sup>	-	-	158,280,000	67.35	158,280,000	67.35
Liew Khuen Choy <sup>(4)</sup>	-	-	158,280,000	67.35	158,280,000	67.35
Jimmy Lew Holding Pte. Ltd. <sup>(5)</sup>	-	-	158,280,000	67.35	158,280,000	67.35
Ng Thye Eng <sup>(6)</sup>	140,000	0.06	158,280,000	67.35	158,420,000	67.41

**Notes:**

- (1) Based on 235,000,000 Shares in issue (excluding treasury shares and subsidiary holdings) as of the Latest Practicable Date and rounded to one (1) decimal place.
- (2) Liew Ah Kuie holds approximately 27.96% of the issued and paid-up share capital in Wong Fong Investments Pte. Ltd. ("Wong Fong Investments"), which in turn holds 158,280,000 Shares in the Company. Accordingly, Liew Ah Kuie is deemed to be interested in the 158,280,000 Shares held by Wong Fong Investments pursuant to Section 4 of the SFA.
- (3) Liew Chern Yean and Lew Chern Yong (Liu Zhengrong) each holds 25% of the issued and paid-up share capital in Jimmy Lew Holding, which in turn is deemed interested in the 158,280,000 shares held by Wong Fong Investments. Accordingly, Liew Chern Yean and Lew Chern Yong (Liu Zhengrong) are deemed to be interested in the 158,280,000 Shares held by Wong Fong Investments pursuant to Section 4 of the SFA.
- (4) Liew Khuen Choy holds approximately 22.37% of the issued and paid-up share capital in Wong Fong Investments, which in turn holds 158,280,000 Shares in the Company. Accordingly, Liew Khuen Choy is

---

## LETTER TO SHAREHOLDERS

---

deemed to be interested in the 158,280,000 Shares held by Wong Fong Investments pursuant to Section 4 of the SFA.

- (5) Jimmy Lew Holding Pte. Ltd. ("Jimmy Lew Holding") holds approximately 40.39% of the issued and paid-up share capital in Wong Fong Investments, which in turn holds 158,280,000 Shares in the Company. Accordingly, Jimmy Lew Holding is deemed to be interested in the 158,280,000 shares held by Wong Fong Investments pursuant to Section 4 of the SFA.
- (6) Ng Thye Eng holds 20% of the issued and paid-up share capital in Jimmy Lew Holding, which in turn is deemed interested in the 158,280,000 Shares held by Wong Fong Investments. Accordingly, Ng Thye Eng is deemed to be interested in the 158,280,000 Shares held by Wong Fong Investments pursuant to Section 4 of the SFA. Ng Thye Eng is the spouse of the late Lew Kit Foo @ Liew Foo who ceased to be a substantial Shareholder subsequent to his demise on 10 August 2018.

### 4.2 Interests in the Proposed Resolutions

Save as disclosed in this Circular, none of the Directors and, as far as the Directors are aware, the Substantial Shareholders has any interest, direct or indirect, in the Proposed Resolutions other than through their respective shareholdings (if any) in the Company.

## 5. DIRECTORS' RECOMMENDATION

### 5.1 The proposed acquisition of the entire issued and paid-up ordinary shares in the capital of HTMi Hotel and Tourism Management Institute Pte. Ltd. as a major transaction under Chapter 10 of the Catalist Rules

The Directors having considered, among others, the rationale and information relating to the Proposed Acquisition as set out in this Circular, are of the opinion that the Proposed Acquisition is in the best interests of the Company, and accordingly recommend that Shareholders vote in favour of the Proposed Acquisition as set out in the Notice of EGM.

### 5.2 The proposed adoption of the Share Buy-back Mandate

The Directors having considered, among others, the rationale relating to the proposed adoption of the Share Buy-back Mandate as set out in this Circular, are of the opinion that the proposed adoption of the Share Buy-back Mandate is in the best interests of the Company, and accordingly recommend that Shareholders vote in favour of the proposed adoption of the Share Buy-back Mandate as set out in the Notice of EGM.

## 6. EXTRAORDINARY GENERAL MEETING

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 ("**Order**"), the EGM, notice of which is set out on page 32 of this Circular, will be held by way of electronic means on 25 June 2020 at 3.15 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the AGM to be held by way of electronic means at 3.00 p.m. on the same day) for the purpose of considering and, if thought fit, passing with or without any modifications, the Proposed Resolutions as set out in the Notice of EGM.

## 7. ABSTENTIONS FROM VOTING

No Director or Substantial Shareholder is required to abstain from voting at the EGM.

---

## LETTER TO SHAREHOLDERS

---

### 8. NO DESPATCH OF DOCUMENTS

In line with the relevant provisions under the Order, no printed copies of the Circular, the Notice of EGM and the Proxy Form (collectively, “**Documents**”) will be despatched to Shareholders.

The Documents are available on SGXNET and may be found at the URL <https://www.sgx.com/securities/companyannouncements> and is also available on the Company’s website at the URL <http://wongfongindustries.com/>.

### 9. ACTION TO BE TAKEN BY SHAREHOLDERS

#### 9.1 No attendance at EGM in person

Due to the COVID-19 outbreak in Singapore, Shareholders will not be allowed to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by (a) watching the EGM proceedings via “live” webcast or listening to the EGM proceedings via “live” audio feed, (b) submitting questions in advance of the EGM, and/or (c) voting by proxy at the EGM. Please see paragraph 9.2 below for these alternative arrangements.

#### 9.2 Alternative arrangements

The following are the alternative arrangements which have been put in place for the EGM:

##### 9.2.1 “Live” webcast and “live” audio feed

The Company’s Independent Chairman, Mr Pao Kiew Tee, and the Company’s Co-Founder and Group Chief Executive Officer, Mr Liew Ah Kuie, will conduct the proceedings of the EGM by way of electronic means. Shareholders will be able to watch these proceedings through a “live” webcast via their mobile phones, tablets or computers or listen to these proceedings through a “live” audio feed via telephone. In order to do so, Shareholders must follow these steps:

- Shareholders who wish to watch or listen to the “live” audio-visual webcast or “live” audio-only stream must pre-register by clicking on the following link and submitting the online registration form at the URL <https://complete-corp.com.sg/wongfong-agm-egm/> (“**Pre-registration Website**”), no later than 3.15 p.m. on 22 June 2020.

After authentication, Shareholders will receive email instructions on how to access the webcast and audio feed of the EGM proceedings by 12.00 p.m. on 24 June 2020.

- Shareholders who do not receive an email by 12.00 p.m. on 24 June 2020, but who have registered by the deadline of 3.15 p.m. on 22 June 2020, should contact Complete Corporate Services Pte Ltd by email at [wongfong-agm-egm@complete-corp.com.sg](mailto:wongfong-agm-egm@complete-corp.com.sg).

Shareholders MUST NOT forward the unique link to other persons who are not Shareholders and who are not entitled to attend the EGM. This is also to avoid any technical disruptions or overload to the “live” webcast and “live” audio feed.

##### 9.2.2 Submission of questions

Shareholders may also submit questions related to the Proposed Resolutions to be tabled for approval at the EGM.

---

## LETTER TO SHAREHOLDERS

---

All questions, together with the Shareholders' full names, identification numbers, contact numbers and email addresses and manner in which they hold shares in the Company, must be submitted no later than 3.15 p.m. on 22 June 2020 (the "**Submission Deadline**") via the Pre-registration Website at the URL <https://complete-corp.com.sg/wongfong-agm-egm/>.

Please note that Shareholders will not be able to ask questions at the AGM and accordingly, it is important for shareholders to submit their questions by the Submission Deadline.

The Company will address substantial and relevant questions relating to the Proposed Resolutions to be tabled for approval at the EGM (if any) as received from Shareholders either before or during the EGM.

The Company will, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNET and the Company's website, and the minutes will include the responses to the questions (if any) referred to above.

### 9.2.3 Voting by proxy

Shareholders will not be able to vote online at the EGM. Instead, if Shareholders (whether individual or corporate) wish to exercise their votes, they must submit a proxy form to appoint the Chairman of the EGM to vote on their behalf.

Shareholders (whether individual or corporate) appointing the Chairman of the EGM as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

The proxy form must be submitted to the Company no later than 3.15 p.m. on 22 June 2020 through any one of the following means:

- by depositing a physical copy at the registered office of the Company at 79 Joo Koon Circle, Singapore 629107; or
- by sending a copy by email to [wongfong-agm-egm@complete-corp.com.sg](mailto:wongfong-agm-egm@complete-corp.com.sg).

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed proxy forms by post, Shareholders are strongly encouraged to submit completed proxy forms electronically via email.**

Persons who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act (including SRS investors) and who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings via the "live" webcast or the "live" audio feed in the manner provided in paragraph 9.2.1 above; (b) submitting questions in advance of the EGM in the manner provided in paragraph 9.2.2 above; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should approach their respective relevant intermediaries (which would include, in the case of SRS investors, their respective SRS operators) through which they hold such Shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the EGM.

Persons who hold their shares through relevant intermediaries (including SRS investors) who wish to appoint the Chairman of the EGM as proxy should approach their respective relevant intermediaries to submit their votes by 3.15 p.m. on 16 June 2020, being seven (7) working days before the date of the EGM, in order to allow sufficient time for their relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf not less than 72 hours before the time fixed for holding the EGM.

**9.3 Further information**

For further information on the conduct of the EGM and the alternative arrangements, Shareholders can refer to the Company's website at the following URL <http://wongfongindustries.com/>.

Shareholders who wish to remotely observe the EGM proceedings are reminded that the EGM is private. The invitation to attend the EGM via audio-visual webcast and audio-only stream is not to be forwarded to anyone who is not a Shareholder or who is not authorised to attend the EGM.

**RECORDING OF THE EGM PROCEEDINGS IS STRICTLY PROHIBITED.**

**9.4 Important reminder**

As the COVID-19 situation is still evolving, the Company has to implement measures to take into account the requirements, guidelines and recommendations of regulatory bodies and government agencies from time to time. Accordingly, the Company may be required to change its EGM arrangements at short notice. Shareholders are advised to closely monitor announcements made by the Company on SGXNET and the Company's website at the URL <http://wongfongindustries.com/> for updates on the EGM.

The Company seeks the understanding and co-operation of all Shareholders in enabling the Company to hold and conduct the EGM in compliance with the circuit breaker measures to stem the spread of COVID-19 infections.

**10. 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 Resolutions, 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.

**11. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company at 79 Joo Koon Circle, Singapore 629107, during normal business hours for a period of three (3) months from the date of this Circular:

- (a) the SPA;
- (b) the draft Academic Cooperation Agreement;
- (c) the draft Global Development Agreement;
- (d) the Constitution; and
- (e) the annual report of the Company for FY2019.



---

## LETTER TO SHAREHOLDERS

---

Yours faithfully  
For and on behalf of the Board of Directors of  
**WONG FONG INDUSTRIES LIMITED**

Pao Kiew Tee  
Independent Chairman

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

### WONG FONG INDUSTRIES LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 201500186D)

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**”) of **Wong Fong Industries Limited** (the “**Company**”) will be held by way of electronic means on Thursday, 25 June 2020 at 3.15 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the annual general meeting of the Company to be held by way of electronic means at 3.00 p.m. on the same day) to transact the following business:

#### **ORDINARY RESOLUTION 1: THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF HTMI HOTEL AND TOURISM MANAGEMENT INSTITUTE PTE. LTD. AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES**

That:

- (a) approval be and is hereby given for the proposed acquisition by Ascendo International Holdings Pte. Ltd., a subsidiary of the Company, of the entire issued and paid-up ordinary shares in the capital of HTMi Hotel and Tourism Management Institute Pte. Ltd. pursuant to the terms and conditions of the sale and purchase agreement dated 25 May 2020, the principal terms of which are set out in the circular to shareholders of the Company dated 3 June 2020 (“**Circular**”) (“**Proposed Acquisition**”), as a major transaction under Chapter 10 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Catalist Rules**”); and
- (b) the directors of the Company (“**Directors**”) and/or any of them be and are hereby authorised to take such steps, approve all matters and enter into all such transactions, arrangements and agreements and execute all such documents and notices as may be necessary or expedient for the purposes of giving effect to the Proposed Acquisition as such Directors or any of them may deem fit or expedient or to give effect to this ordinary resolution.

#### **ORDINARY RESOLUTION 2: THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE**

That:

- (a) for the purposes of the Companies Act, Chapter 50 (“**Companies Act**”), the exercise by the Directors of all the powers to purchase or otherwise acquire ordinary shares in the capital of the Company (“**Shares**”) not exceeding in aggregate the Maximum Limit (defined below), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (defined below), whether by way of:
  - (i) on-market purchases (“**Market Purchase(s)**”) effected on the SGX-ST through the SGX-ST trading system, through one or more duly licensed stock brokers appointed by the Company for the purpose; and/or
  - (ii) off-market purchases (“**Off-Market Purchase(s)**”) effected pursuant to an equal access scheme(s) as may be determined or formulated by the Directors from time to time as they consider fit, which scheme(s) shall satisfy all conditions prescribed by the Companies Act;

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Catalist Rules as may for the time being be applicable,

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

be and is hereby authorised and approved generally and unconditionally ("**Share Buy-Back Mandate**");

(b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this resolution relating to the Share Buy-Back Mandate and expiring on:

- (i) the date on which the next annual general meeting of the Company is held or required by law to be held;
- (ii) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by shareholders of the Company ("**Shareholders**") in a general meeting; or
- (iii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated,

whichever is the earliest (the "**Relevant Period**");

(c) in this resolution relating to the Share Buy-Back Mandate:

**"Average Closing Price"** means the average of the closing market prices of the Shares traded on the SGX-ST over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Day period and the day on which the purchases are made;

**"day of the making of the offer"** means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

**"Market Day"** means a day on which the SGX-ST is open for trading in securities;

**"Maximum Limit"** means that number of Shares representing not more than 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the resolution passed by Shareholders for the Share Buy-Back Mandate, unless the Company has, at any time during the Relevant Period, reduced its share capital in accordance with the applicable provisions of the Companies Act, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered after such capital reduction (excluding any treasury shares and subsidiary holdings as may be held by the Company from time to time);

**"Maximum Price"** in relation to a Share to be purchased, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price;

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

- (d) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy-Back Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act; and
- (e) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing such documents as may be required and to approve any amendments, alterations or modifications to any documents) as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution relating to the Share Buy-Back Mandate.

[See Explanatory Note]

By Order of the Board

Sharon Yeoh  
Company Secretary

**Singapore, 3 June 2020**

### **Explanatory Note:**

The above ordinary resolution 2, if passed, will empower the Directors during the Relevant Period, to purchase or otherwise acquire, by way of Market Purchases or Off-Market Purchases, up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the resolution passed by Shareholders for the Share Buy-Back Mandate on the terms of the Share Buy-back Mandate as set out in the Circular.

The Company may use internal sources of funds or external borrowings or a combination of both to finance the Company's purchase or acquisition of the Shares pursuant to the Share Buy-back Mandate. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this notice of EGM as these will depend on, *inter alia*, the aggregate number of Shares purchased or acquired, whether the purchase or acquisition is made out of capital or profits, the purchase prices paid for such Shares, the amount (if any) borrowed by the Company to fund the purchases or acquisitions and whether the Shares purchased or acquired are cancelled or held as treasury shares.

Illustrative financial effects of the Share Buy-back Mandate based on the audited financial statements of the Company and its subsidiaries for the financial year ended 31 December 2019 and certain assumptions, are set out in paragraph 3.8 of the Circular.

### **Notes:**

1. In view of the circuit breaker measures applicable as of the date of this notice and 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 (the "**Order**"), as amended from time to time, the EGM will be held by way of electronic means and members of the Company will NOT be allowed to attend the EGM in person. In line with guidance provided by the SGX-ST in its regulatory announcement dated 13 April 2020 entitled "Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period", printed copies of this notice and all documents relating to the business of the EGM ("**EGM Documents**"), will not be sent to members. Instead, the EGM Documents can be accessed at the Company's website at the URL <http://wongfongindustries.com/> and the SGX website at the URL <https://www.sgx.com/securities/companyannouncements>.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream),

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Circular.

3. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. The “live” webcast will not provide for online voting. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the instrument appointing the Chairman of the EGM as proxy (“**Proxy Form**”), failing which the appointment will be treated as invalid.
4. The Chairman of the EGM, as proxy, need not be a member of the Company.
5. Investors whose Shares are held with relevant intermediaries under Section 181(1C) of the Companies Act, such as SRS investors, who wish to appoint the Chairman of the EGM as proxy, should approach their respective intermediaries such as SRS operators to submit their voting instructions at least seven (7) working days prior to the date of the EGM.
6. The Proxy Form must be submitted through any one of the following means: (a) by depositing a physical copy at the registered office of the Company at 79 Joo Koon Circle, Singapore 629107 or (b) by sending a scanned PDF copy by email to [wongfong-agm-egm@complete-corp.com.sg](mailto:wongfong-agm-egm@complete-corp.com.sg), in each case, by 3.15 p.m. on 22 June 2020 (being not less than 72 hours before the time fixed for holding the EGM), and failing which, the Proxy Form will not be treated as valid. In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.
7. The Company shall be entitled to, and will, treat any valid instrument appointing the Chairman of the EGM which was delivered by a member to the Company before 3.15 p.m. on 22 June 2020 as a valid instrument appointing the Chairman of the EGM as the member’s proxy to attend, speak and vote at the EGM if: (a) the member had indicated how he/she/it wished to vote for or vote against or abstain from voting on each resolution; and (b) the member has not withdrawn the appointment.
8. If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.

### PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the EGM to attend, speak and vote at the EGM 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) for the purpose of the processing and administration by the Company (or its agents) of the appointment of the Chairman of the EGM as proxy appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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**”), and (ii) 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.

Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company (such as his name) may be recorded by the Company for such purpose.

## PROXY FORM

### WONG FONG INDUSTRIES LIMITED

(Company Registration No. 201500186D)  
(Incorporated in the Republic of Singapore)

### EXTRAORDINARY GENERAL MEETING PROXY FORM

#### IMPORTANT:

1. The EGM (as defined below) is being convened, and will be held, by electronic means 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. Printed copies of this proxy form will not be sent to shareholders. Instead, this proxy form will be sent to shareholders by electronic means via publication on the Company's website at the URL <http://wongfongindustries.com/> and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM (as defined below) can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the circular to shareholders dated 3 June 2020. This circular may be accessed at the Company's website at the URL <http://wongfongindustries.com/> and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. Due to the current COVID-19 restriction orders in Singapore, a shareholder will not be able to attend the EGM in person. A shareholder (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such shareholder wishes to exercise his/her/its voting rights at the EGM.
4. This proxy form is not valid for use by SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
5. Prior to the EGM, shareholders are encouraged to submit their questions via the pre-registration website at the URL <https://complete-corp.com.sg/wongfong-agm-egm/>, no later than 3.15 p.m. on 22 June 2020.
6. **PLEASE READ THE NOTES TO THE PROXY FORM WHICH CONTAIN INSTRUCTIONS ON, INTER ALIA, THE APPOINTMENT OF THE CHAIRMAN OF THE EGM AS A SHAREHOLDER'S PROXY TO ATTEND, SPEAK AND VOTE ON HIS/HER BEHALF AT THE EGM.**

I/We \_\_\_\_\_ NRIC/Passport/Co. Registration No. \_\_\_\_\_

of \_\_\_\_\_  
being a member/members of **WONG FONG INDUSTRIES LIMITED** ("**Company**") hereby appoint the Chairman of the extraordinary general meeting of the Company ("**EGM**") as my/our proxy/proxies to vote for me/us on my/our behalf, at the EGM, to be held by way of electronic means on Thursday, 25 June 2020 at 3.15 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held by way of electronic means at 3.00 p.m. on the same day) and at any adjournment thereof.

No.	Ordinary Resolutions	Number of Votes		
		For*	Against*	Abstain*
1	To approve the Proposed Acquisition			
2	To approve the Share Buy-Back Mandate			

\* If you wish to appoint the Chairman of the EGM as your proxy to exercise all your votes, please indicate your vote "For" or "Against" or "Abstain" with a "✓" within the boxes provided. Alternatively, if you wish to exercise some and not all of your votes "For" and "Against" the resolution and/or to abstain from voting in respect of the resolutions, please indicate the number of votes "For", the number of votes "Against" and/or the number "Abstain" in the boxes provided for the resolutions.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020

**Total Number of Shares Held**

\_\_\_\_\_  
Signature(s) of Member(s) or  
Common Seal of Corporate Member

**IMPORTANT**  
PLEASE READ NOTES OVERLEAF



---

## PROXY FORM

---

### Notes:

1. Please insert the total number of shares you hold. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of shares. If you have shares registered in your name in the register of shareholders of our Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the register of shareholders, 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 shareholders. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares in the capital of the Company held by you.
2. Due to the current COVID-19 restriction orders in Singapore, a member of the Company will not be able to attend the EGM in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid. The proxy form may be accessed on the Company's website at the URL <http://wongfongindustries.com/> and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/companyannouncements>.
3. The Chairman of the EGM, as proxy, need not be a member of the Company.
4. This instrument appointing the Chairman of the EGM as proxy must:
  - (a) if sent personally or by post, be lodged at the registered office of the Company at 79 Joo Koon Circle, Singapore 629107; or
  - (b) if submitted by email, please email to [wongfong-agm-egm@complete-corp.com.sg](mailto:wongfong-agm-egm@complete-corp.com.sg),

in either case, by 3.15 p.m. on 22 June 2020 (being not less than 72 hours before the time fixed for holding the EGM) and in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument of proxy 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. **In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.**

5. A member who acts as an intermediary pursuant to Section 181(6) of the Companies Act, Cap. 50, is either:
  - (a) a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
  - (b) a capital markets services licence holder which provides custodial services for securities and who holds shares in that capacity; and
  - (c) Central Provident Fund ("CPF") Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased on behalf of CPF investors.

Investors whose shares are held with relevant intermediaries including SRS investors, who wish to appoint the Chairman of the EGM as proxy, should approach their respective intermediaries such as or SRS operators to submit their voting instructions at least seven (7) working days prior to the date of the EGM.

6. The instrument appointing the Chairman of the EGM must be under the hand of the appointor or of his attorney duly authorised in writing or where it is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing the Chairman of the EGM is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof shall if required by law, be duly stamped must be lodged with the instrument.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act, Cap. 50.
8. The Company shall be entitled to reject the instrument appointing the Chairman of the EGM 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 the Chairman of the EGM. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the EGM lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time fixed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

### PERSONAL DATA PRIVACY

By submitting an instrument appointing the proxy/(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the notice of EGM dated 3 June 2020.