

AA GROUP HOLDINGS LTD.

(Company Registration No.: 200412064D)

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- 1. RESIGNATION OF DIRECTORS**
 - 2. APPOINTMENT OF DIRECTORS**
 - 3. CHANGES IN THE COMPOSITION OF THE BOARD AND BOARD COMMITTEES**
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The Board of Directors (the “**Board**”) of **AA Group Holdings Ltd.** (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) wishes to announce the following changes to take effect from 15 June 2016 and 16 June 2016 respectively:

1. RESIGNATION OF DIRECTORS

- (i) The resignation of Ms Feng, Tzu-Ju @ Julie Feng as Managing Director of the Company with effect from 15 June 2016.

The details in relation to the resignation of Ms Feng, Tzu-Ju @ Julie Feng as Managing Director as required under the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) are set out in a separate announcement released on 15 June 2016.

- (ii) The resignation of Mr Charles Chew Yeow Bian as an Independent Director of the Company with effect from 15 June 2016.

Following Mr Charles Chew Yeow Bian’s resignation, he shall also step down as Chairman of the Audit Committee and member of the Nominating Committee and Remuneration Committee.

The details in relation to the resignation of Mr Charles Chew Yeow Bian’s resignation as Independent Director as required under the Catalist Rules are set out in a separate announcement released on 15 June 2016.

- (iii) The resignation of Mr Ong Sie Hou Raymond @ Zaim as Lead Independent Director of the Company with effect from 16 June 2016.

Following Mr Ong Sie Hou Raymond @ Zaim’s resignation, he shall also step down as Chairman of the Nominating Committee and Remuneration Committee and member of the Audit Committee.

The details in relation to the resignation of Mr Ong Sie Hou Raymond @ Zaim as Lead Independent Director as required under the Catalist Rules are set out in a separate announcement released today.

The Board would like to take the opportunity to express its appreciation to Ms Feng, Tzu-Ju @ Julie Feng, Mr Charles Chew Yeow Bian and Mr Ong Sie Hou Raymond @ Zaim for their guidance and contributions to the Group during their tenure of service with the Company.

2. APPOINTMENT OF DIRECTORS

- (i) The appointment of Mr Yau Woon Foong as Executive Director of the Company with effect from 15 June 2016.

The details in relation to the appointment of Mr Yau Woon Foong as Executive Director of the Company as required under Rule 704(6) of the Catalist Rules are contained in a separate announcement released on 15 June 2016.

- (ii) The appointment of Ms Amelia Vincent as an Independent Director of the Company with effect from 15 June 2016.

Ms Amelia Vincent has also been appointed as Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee.

The Board considers Ms Amelia Vincent to be independent for the purposes of Rule 704(7) of the Catalist Rules. The details in relation to the appointment of Ms Amelia Vincent as an Independent Director of the Company as required under Rule 704(6) of the Catalist Rules are contained in a separate announcement released on 15 June 2016.

- (iii) The appointment of Ms Tan See Leng as an Independent Director of the Company with effect from 15 June 2016.

Ms Tan See Leng has been appointed as the Lead Independent Director, Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee.

The Board considers Ms Tan See Leng to be independent for the purposes of Rule 704(7) of the Catalist Rules. The details in relation to the appointment of Ms Tan See Leng as an Independent Director of the Company as required under Rule 704(6) of the Catalist Rules are contained in a separate announcement released on 15 June 2016.

- (iv) The appointment of Mr Ng Ser Chiang as an Independent Director of the Company with effect from 15 June 2016.

Mr Ng Ser Chiang has also been appointed as Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee.

The Board considers Mr Ng Ser Chiang to be independent for the purposes of Rule 704(7) of the Catalist Rules. The details in relation to the appointment of Mr Ng Ser Chiang as an Independent Director of the Company as required under Rule 704(6) of the Catalist Rules are contained in a separate announcement released on 15 June 2016.

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

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

Board of Directors

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

Mr Yau Woon Foong (Executive Director)

Ms Tan See Leng (Lead Independent Director)

Ms Amelia Vincent (Independent Director)

Mr Ng Ser Chiang (Independent Director)

Nominating Committee

Mr Ng Ser Chiang (Independent Director) (Chairman)

Ms Amelia Vincent (Independent Director)

Ms Tan See Leng (Lead Independent Director)

Remuneration Committee

Ms Tan See Leng (Lead Independent Director) (Chairman)

Ms Amelia Vincent (Independent Director)

Mr Ng Ser Chiang (Independent Director)

Audit Committee

Ms Amelia Vincent (Independent Director) (Chairman)

Ms Tan See Leng (Lead Independent Director)

Mr Ng Ser Chiang (Independent Director)

By Order of the Board

AA Group Holdings Ltd.
Hsieh, Kuo-Chuan @ Jaimes Hsieh
Executive Chairman
16 June 2016

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

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

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