

  
**VIN'S HOLDINGS LTD**  
(Company Registration No. 386652)  
(Incorporated in Cayman Islands)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of Vin's Holdings Ltd ("**Company**") will be convened and held at Heron Room, Level 2, Seletar Country Club, 101 Seletar Club Road, Singapore 798273 on Thursday, 8 May 2025 at 10.00 a.m. for the following purposes.

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements and Directors' Statement for the financial year ended 31 December 2024 together with the Independent Auditor's Report thereon.

**(Resolution 1)**
2. To approve a final dividend (one-tier tax exempt) of 0.77 Singapore cents per ordinary share for the financial year ended 31 December 2024.

**(Resolution 2)**
3. To approve a special dividend (one-tier tax exempt) of 0.39 Singapore cents per ordinary share for the financial year ended 31 December 2024.

**(Resolution 3)**
4. To approve the payment of Directors' fees of S\$68,267 for the financial year ending 31 December 2025.

**(Resolution 4)**
5. To re-elect the following Directors retiring pursuant to Article 88(6) and Article 89(1) of the Memorandum and Articles of Association of the Company:  
  

<b>Article 88(6)</b>	
Mr. Loke Wai Ming	<b>(Resolution 5)</b>
Mr. Kong Kian Siong	<b>(Resolution 6)</b>
Mr. Liew Chok San	<b>(Resolution 7)</b>
Mr. He Dingding	<b>(Resolution 8)</b>
Ms. Lu Beilin	<b>(Resolution 9)</b>

  

<b>Article 89(1)</b>	
Mr. Khong Chin Kiat	<b>(Resolution 10)</b>
Mr. Khong Keng Leng	<b>(Resolution 11)</b>

  

*[See Explanatory note (i)]*
6. To re-appoint Messrs Moore Stephens LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration.

**(Resolution 12)**
7. To transact any other ordinary business which may properly be transacted at an AGM.

## SPECIAL BUSINESS

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

### 8. Authority to issue shares in the capital of the Company

That, pursuant to Article 12(1) of the Articles of Association of the Company, the Companies Act (As Revised), Cap. 22 of the Cayman Islands ("**Act**") and Rule 806 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**Catalist Rules**"), authority be and is hereby given to the Directors to:

- (a)
  - (i) allot and issue shares in the capital of the Company (the "**Shares**") whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,  
  
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (b) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, notwithstanding that the authority granted by this Resolution may have ceased to be in force at the time of such issuance of shares.

### PROVIDED ALWAYS THAT:

- (1) save as may otherwise be permitted by the SGX-ST, the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued pursuant to the Instruments) other than on a pro rata basis to shareholders of the Company shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of the Instruments or any convertible securities,
  - (ii) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of passing of this Resolution, provided that the share options or awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (iii) any subsequent bonus issue or consolidation or subdivision of Shares,adjustments in accordance with sub-paragraphs (2)(i) or (2)(ii) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the Resolution;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act, and otherwise, and the Articles of Association for the time being of the Company; and
- (4) (unless revoked or varied by the Company in General Meeting) the authority conferred by this resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

[See Explanatory note (ii)]

**(Resolution 13)**

## 9. Authority to issue shares under the Vin's Performance Share Plan

That pursuant to Article 12(1) of the Articles of Association of the Company, the Act and the provisions of the Vin's Performance Share Plan ("**Vin's PSP**"), the Directors of the Company be authorised and empowered to offer and grant share awards under the Vin's PSP and to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the vesting of share awards under the Vin's PSP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of Shares to be allotted and issued or transferred pursuant to the Vin's PSP, when added to the number of Shares issued and issuable in respect of all options granted or awards granted under other share-based incentive schemes adopted by the Company (if any) shall not exceed fifteen per centum (15.0%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding that date, provided that after issuance of any and all such Shares, the total number of issued Shares will not exceed the maximum number of authorised Shares in the authorised share capital of the Company at relevant time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory note (iii)]

**(Resolution 14)**

### By Order of the Board

Shirley Tan Sey Liy  
Company Secretary  
Singapore, 22 April 2025

### Explanatory Notes:

- (i) Mr. Loke Wai Ming ("**Mr. Loke**") will, upon re-election as Director of the Company, remain as the Executive Director, Deputy Chief Executive Officer and a member of the Nominating Committee of the Company.

Mr. Kong Kian Siong ("**Mr. Kong**") will, upon re-election as Director of the Company, remain as the Lead Independent Director, Chairman of the Audit and Risk Management Committee, a member of the Nominating Committee and Remuneration Committee of the Company. There are no relationships (including family relationships) between Mr. Kong and the other Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect his independence. The Board considers Mr. Kong to be independent for the purposes of Rule 704(7) of the Catalist Rules.

Mr. Liew Chok San ("**Mr. Liew**") will, upon re-election as Director of the Company, remain as the Independent Director, a member of the Audit and Risk Management Committee and Nominating Committee of the Company. There are no relationships (including family relationships) between Mr. Liew and the other Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect his independence. The Board considers Mr. Liew to be independent for the purposes of Rule 704(7) of the Catalist Rules.

Mr. He Dingding ("**Mr. He**") will, upon re-election as Director of the Company, remain as the Independent Director, a member of the Audit and Risk Management Committee and Remuneration Committee of the Company. There are no relationships (including family relationships) between Mr. He and the other Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect his independence. The Board considers Mr. He to be independent for the purposes of Rule 704(7) of the Catalist Rules.

Ms. Lu Beilin ("**Ms. Lu**") will, upon re-election as Director of the Company, remain as the Independent Director, Chairman of the Nominating Committee and Remuneration Committee of the Company. There are no relationships (including family relationships) between Ms. Lu and the other Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect her independence. The Board considers Ms. Lu to be independent.

Mr. Khong Chin Kiat ("**Mr. Vincent Khong**") will, upon re-election as Director of the Company, remain as the Executive Director and Chairman of the Company.

Mr. Khong Keng Leng ("**Mr. Galvin Khong**") will, upon re-election as Director of the Company, remain as the Executive Director, Chief Executive Officer and a member of the Nominating Committee of the Company.

The profile and key information of Mr. Loke, Mr. Kong, Mr. Liew, Mr. He, Ms. Lu, Mr. Vincent Khong and Mr. Galvin Khong (including information as required under Appendix 7F of the Catalist Rules) can be found under the section entitled "Board of Directors" and the "Additional Information on Directors Nominated for Re-election" of the Company's Annual Report for the financial year ended 31 December 2024.

- (ii) Ordinary Resolution 13, if passed, will empower the Directors of the Company, from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares in the capital of the Company and to make or grant Instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such Instruments without seeking further approval from shareholders in general meeting for such purposes as the Directors consider would be in the best interests of the Company. The maximum number of Shares which the Directors may issue under this resolution shall not exceed the quantum as set out in this resolution.
- (iii) Ordinary Resolution 14, if passed, will authorise the Directors of the Company, from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares from time to time pursuant to the vesting of share awards under the Vin's PSP provided that the aggregate number of Shares to be allotted and issued pursuant to the Vin's PSP and other share scheme(s) to be implemented by the Company (if any) does not exceed the quantum set out in the Resolution.

#### **Notes relating to conduct of meeting:**

##### **No Virtual Attendance**

1. Shareholders are invited to **attend the AGM physically. There will be no option for Shareholders to participate virtually.**
2. Printed copies of this Notice of AGM, the attached Depositor Proxy Form and the request form will be despatched to Shareholders by post. These documents, together with the Company's Annual Report for the financial year ended 31 December 2024, may also be downloaded from the Company's announcement on the SGX website accessible at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website accessible at the URL <https://investor.vinsautogroup.com.sg/>. An internet browser and PDF reader are required to view these documents on SGXNET or the Company's website.
3. Shareholders who wish to receive printed copies of the Annual Report for the financial year ended 31 December 2024 have to complete the request form and return it to the Company by 29 April 2025, in the following manner:
  - (a) if submitted by post, to be deposited at the Company's Share Registrar and Share Transfer Agent's office, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
  - (b) if submitted by way of electronic means, to be submitted via email in PDF to the Company's Share Registrar and Share Transfer Agent, B.A.C.S. Private Limited at [main@zicoholdings.com](mailto:main@zicoholdings.com).

##### **Voting at the AGM and voting by proxy**

4. Shareholders may cast their votes for each resolution at the AGM or appoint proxy or proxies to attend, speak and vote on their behalf at the AGM.
5. Under the Articles of Association of the Company ("**Articles**"), unless The Central Depository (Pte) Limited ("**CDP**") specifies otherwise in a written notice to the Company, CDP is deemed to have appointed as CDP's proxies to vote on behalf of CDP at the AGM each of the persons (who are individuals) holding Shares in the capital of the Company through CDP and whose Shares are entered in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) ("**Depositors**"), whose names are shown in the records of CDP as at a time not earlier than seventy-two (72) hours prior to the time of the AGM supplied by CDP to the Company, and such appointment of proxies shall not require an instrument of proxy or the lodgement of any instrument of proxy.
6. A proxy need not be a member of the Company.
7. In relation to the appointment of proxy(ies) to attend, speak and vote on his/her/its behalf at the AGM, a member (whether individual or corporate) appointing his/her/its proxy(ies) should give specific instructions as to his/her/its manner of voting, or abstentions from voting, in respect of a resolution in the instrument of proxy. If no specific instruction as to voting are given, or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/their discretion.
8. As an alternative to voting at the AGM in the foregoing manner, Shareholders who wish to vote on any or all of the resolutions at the AGM may appoint the Chairman of the AGM to act as their proxy to vote on their behalf at the AGM.
9. If a Shareholder wishes to appoint a proxy or proxies to vote on their behalf at the AGM, a duly executed Depositor Proxy Form, must be completed, signed, and the hard copy form must be submitted or emailed to the Company in the following manner:
  - (a) if submitted by post, to be deposited at the Company's Share Registrar and Share Transfer Agent's office, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
  - (b) if submitted by way of electronic means, to be submitted via email in PDF to the Company's Share Registrar and Share Transfer Agent, B.A.C.S. Private Limited at [main@zicoholdings.com](mailto:main@zicoholdings.com),

in either case, by 5 May 2025 at 10.00 a.m., being not less than seventy-two (72) hours before the time appointed for the holding of the AGM and/or any adjournment thereof and in default the instrument of proxy shall not be treated as valid.

10. The completion and return of a Depositor Proxy Form by a Depositor does not prevent him/her from attending and voting in person at the AGM as proxy of CDP if he/she subsequently wishes to do so. In such event, the appointment of the appointee/appointees as proxy/proxies of CDP pursuant to the Depositor Proxy Form shall be deemed to be revoked.
- 11. Shareholders are strongly encouraged to submit the completed and signed Depositor Proxy Form by way of electronic means via email. Any incomplete Depositor Proxy Form will be rejected by the Company.**
12. The Depositor Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where a Depositor Proxy Form is signed on behalf of the appointer by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
13. 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 AGM, in accordance with its Memorandum and Articles of Association and/or applicable laws, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
14. A Shareholder **who is not** a Relevant Intermediary (as defined below) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such Shareholder's Depositor Proxy Form appoints more than one (1) proxy, the proportion of his/her/its shareholding concerned to be represented by each proxy shall be specified in the Depositor Proxy Form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named.
15. A Shareholder **who is a** Relevant Intermediary (as defined below) is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM in its place as proxies appointed by the CDP, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder's Depositor Proxy Form appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Depositor Proxy Form.

#### **Shareholders' Questions and Answers**

16. Shareholders and duly appointed proxy or proxies will be able to ask questions relating to the resolutions to be tabled for approval at the AGM. The Company will endeavor to respond to and address substantial and relevant questions as far as reasonably practicable during the AGM. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.
17. Alternatively, Shareholders can submit their questions in advance relating to the resolutions to be tabled for approval at the AGM no later than 5.00 p.m. on 30 April 2025:
  - (a) if submitted by post, to be deposited at the Company's Share Registrar and Share Transfer Agent's office, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
  - (b) if submitted by way of electronic means, to be submitted via email to the Company, at [agm@vinsautogroup.com.sg](mailto:agm@vinsautogroup.com.sg).

Shareholders who submit questions in advance of the AGM should identify themselves by stating his/her/its full name as it appears on his/her/its Central Depository (Pte) Limited ("CDP")/ Supplementary Retirement Scheme ("SRS") share records, contact number and NRIC/Passport/UEN number and state the manner in which he/she/it holds his/her/its Shares in the Company (e.g. via CDP, SRS and/or physical scrip) for verification purposes.

18. The Company will endeavor to address all substantial and relevant questions from Shareholders submitted in advance and received by the Company by publishing the Company's responses on the SGX website and the Company's website before 10.00 a.m. on 3 May 2025, being no later than 48 hours before the closing date and time for the lodgment of the Depositor Proxy Forms. If substantial and relevant written questions are submitted after the abovementioned cut-off time, they will be addressed during the AGM. The Company will, within one month after the date of the AGM, publish the minutes of the AGM on the SGX website and the minutes will include the responses to the questions referred to above.

#### **Shareholders who hold shares through Relevant Intermediaries (including SRS investors)**

19. The Depositor Proxy Form is not valid for use by investors holding Shares through Relevant Intermediaries (including SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them.
20. Persons who hold shares through Relevant Intermediaries (as defined below), including SRS investors, and who wish to participate in the AGM by: (a) submitting questions in advance of the AGM in the manner provided above; and/or (b) voting at the AGM if they are appointed as proxies by their respective SRS Operators or appointing the Chairman of the AGM as proxy to attend speak and vote on their behalf at the AGM, should contact the Relevant Intermediary (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 AGM.

21. SRS investors may attend and vote at the AGM if they are appointed as proxies by their respective SRS Operators and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies. SRS investors who wish to appoint the Chairman of the AGM as their proxy, should approach their respective SRS Operators to submit their votes by 10.00 a.m. on 28 April 2025, being at least **seven (7) working days** before the AGM.
22. A “**Relevant Intermediary**” is:
- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

## **PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, and/or submitting any questions to the Company in advance of the AGM in accordance with this Notice, 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 or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM of the Company (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines and (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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*This Notice of AGM has been reviewed by the Company's sponsor, RHB Bank Berhad (the “**Sponsor**”), in compliance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist.*

*This Notice of AGM has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Notice of AGM, including the correctness of any of the statements or opinions made, or reports contained in this Notice of AGM.*

*The contact person for the Sponsor is Mr Alvin Soh, Head, Corporate Finance, RHB Bank Berhad, at 90 Cecil Street, #03-00 RHB Bank Building, Singapore 069531, telephone (65) 6320 0627.*

# VIN'S HOLDINGS LTD

(Company Registration No. 386652)  
(Incorporated in Cayman Islands)  
(the "Company")

## REQUEST FORM

22 April 2025

Dear Shareholder,

In line with our continuing effort to protect our environment, we are implementing the use of electronic communications for the circulation of the Company's annual report for the financial year ended 31 December 2024 ("**2024 Annual Report**").

The 2024 Annual Report may be accessed at our Company's corporate website, at the URL <https://investor.vinsautogroup.com.sg/>.

Alternatively, you may access the 2024 Annual Report, Notice of Annual General Meeting and Depositor Proxy Form in the following manner:

- To access the full 2024 Annual Report, go to <https://www.sgx.com/securities/annual-reports-related-documents>,
- To access the Notice of Annual General Meeting, go to <https://www.sgx.com/securities/company-announcements>,
- Choose "Vins Holdings Ltd" from the drop-down list, and
- Click on the relevant hyperlink.

You will need an internet browser and PDF reader to view these documents.

However, if you wish to receive printed copies of the 2024 Annual Report, please complete the Request Form below and return it to the Company by 29 April 2025, in the following manner:

- if submitted by post, to be deposited at the Company's Share Registrar and Share Transfer Agent's office, B.A.C.S Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
- if submitted by way of electronic means, to be submitted via email in PDF to the Company's Share Registrar and Share Transfer Agent, B.A.C.S. Private Limited at [main@zicoholdings.com](mailto:main@zicoholdings.com).

By completing, signing and returning the request form to us, you agree and acknowledge that we and/or our service provider may collect, use and disclose your personal data, as contained in your submitted request form or which is otherwise collected from you (or your authorised representative(s)), for the purpose of processing and effecting your request.

Yours faithfully

For and on behalf of

**VIN'S HOLDINGS LTD**

**Khong Keng Leng**

Executive Director and Chief Executive Officer

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### Request Form

To: **VIN'S HOLDINGS LTD**

Please send me a printed copy of the 2024 Annual Report:

Name(s) of Shareholder	
NRIC/Passport Number/ Company Registration Number	
Mailing Address	
The shares are held by me/us under or through (please tick):	<input type="checkbox"/> CDP <input type="checkbox"/> SRS Account <input type="checkbox"/> Physical Scrips
Signature(s)	
Date	

Note: This request is valid for the 2024 Annual Report only. Incomplete or incorrectly completed form will not be processed.

