

CIRCULAR DATED 24 JULY 2018

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

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, financial, tax or other professional adviser(s) immediately.

If you have sold or transferred all your shares in the capital of Yamada Green Resources Limited (the “**Company**”) held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular with the Notice of Extraordinary General Meeting and the attached Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular with the Notice of Extraordinary General Meeting and the attached Proxy Form to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should forward this Circular with the Notice of Extraordinary General Meeting and the attached Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the contents of this Circular, including the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



YAMADA GREEN RESOURCES LIMITED

(Company Registration No. 201002962E)
(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED CHANGE OF AUDITORS FROM BDO LLP TO FOO KON TAN LLP

IMPORTANT DATES AND TIMES:-

Last date and time for lodgement of Proxy Form	:	5 August 2018 at 10.00 a.m.
Date and time of Extraordinary General Meeting	:	8 August 2018 at 10.00 a.m.
Place of Extraordinary General Meeting	:	Quality Ballroom, Level 3, Quality Hotel Marlow, 201 Balestier Road, Singapore 329926

CONTENTS

DEFINITIONS	3
1. INTRODUCTION	6
2. THE PROPOSED CHANGE OF AUDITORS	6
3. AUDIT COMMITTEE’S RECOMMENDATION	9
4. DIRECTORS’ RECOMMENDATION	9
5. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS	9
6. EXTRAORDINARY GENERAL MEETING	9
7. ACTION TO BE TAKEN BY SHAREHOLDERS	9
8. DIRECTORS' RESPONSIBILITY STATEMENT	10
9. INSPECTION OF DOCUMENTS	10
NOTICE OF EXTRAORDINARY GENERAL MEETING	N-1
PROXY FORM	

DEFINITIONS

In this Circular, the following words and phrases shall have the meanings set out against them unless the context otherwise requires:-

<i>“ACRA”</i>	:	Accounting and Corporate Regulatory Authority of Singapore
<i>“Additional Audit Works”</i>	:	The additional audit works which were to be performed by BDO Singapore in relation to certain inconsistencies in the Group’s financial records and other audit queries which were raised by BDO Singapore to the Audit Committee in the course of their audit for the Group’s financial statements for FY2017.
<i>“AGM”</i>	:	The annual general meeting of the Company
<i>“Auditors”</i>	:	The auditors of the Company as appointed from time to time
<i>“Audit Committee”</i>	:	The audit committee of the Company
<i>“BDO China”</i>	:	BDO China Shu Lun Pan Certified Public Accountants LLP
<i>“BDO Singapore”</i>	:	BDO LLP
<i>“Board”</i>	:	The board of Directors of the Company
<i>“CAC”</i>	:	CAC Certified Public Accountants LLP
<i>“CDP”</i>	:	The Central Depository (Pte) Limited
<i>“Circular”</i>	:	This circular to Shareholders dated 24 July 2018
<i>“C.K. [2015] No.9”</i>	:	The interim provision regulating foreign accounting firms providing initial public offering and auditing service for Chinese mainland enterprises listed in in overseas stock exchange, published by the Ministry of Finance of the PRC on 26 May 2015
<i>“Companies Act”</i>	:	The Companies Act, Chapter 50 of Singapore, as modified, supplemented or amended from time to time
<i>“Company”</i>	:	Yamada Green Resources Limited
<i>“Constitution”</i>	:	The constitution of the Company, as amended from time to time
<i>“Cooperation Agreement”</i>	:	The cooperation agreement entered into between FKT and CAC dated 8 November 2016
<i>“Directors”</i>	:	The directors of the Company for the time being
<i>“EGM”</i>	:	The extraordinary general meeting of the Company to be held at Quality Ballroom, Level 3, Quality Hotel Marlow, 201 Balestier Road, Singapore 329926 on Wednesday, 8 August 2018 at 10.00 a.m., notice of which is set out on pages N-1 and N-2 of this Circular
<i>“Fire Incident”</i>	:	Has the meaning ascribed to it under Paragraph 2.1 of this Circular
<i>“FKT”</i>	:	Foo Kon Tan LLP

DEFINITIONS

<i>“FY”</i>	:	Financial year ended 30 June
<i>“Group”</i>	:	The Company, its subsidiaries and associated companies
<i>“Hong Kong”</i>	:	Hong Kong Special Administrative Region of the People’s Republic of China
<i>“Listing Manual”</i>	:	The listing manual of the SGX-ST, as modified, supplemented or amended from time to time
<i>“Notice of EGM”</i>	:	Notice of the EGM dated 24 July 2018,
<i>“Phase 1 Works”</i>	:	The first phase of Additional Audit Works to be carried out in view of the Fire Incident
<i>“PRC”</i>	:	People’s Republic of China
<i>“Proposed Change of Auditors”</i>	:	The proposed change of auditors of the Company from BDO Singapore to FKT
<i>“Securities Account”</i>	:	The securities accounts maintained by Depositors with CDP but does not include a securities sub-account maintained with a Depository Agent
<i>“SFA”</i>	:	Securities and Futures Act (Cap. 289) of Singapore, as amended, modified or supplemented from time to time
<i>“SGX-ST”</i>	:	Singapore Exchange Securities Trading Limited
<i>“Shareholders”</i>	:	Registered holders of the Shares in the Register of Members of the Company, except that where CDP is the registered holder, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean Depositors who have Shares entered against their names in the Depository Register. Any reference to Shares held by or shareholdings of Shareholders shall include Shares standing to the credit of their respective Securities Accounts
<i>“Shares”</i>	:	Ordinary shares in the capital of the Company
<i>“Suspension Notice”</i>	:	Has the meaning ascribed to it under Paragraph 2.1 of this Circular
<i>“Suspension Period”</i>	:	Has the meaning ascribed to it under Paragraph 2.1 of this Circular

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

The terms **“associated company”** and **“subsidiary”** shall have the same meanings ascribed to them respectively in the Companies Act.

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 corporations.

DEFINITIONS

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, the Listing Manual or any statutory modification thereof and not otherwise defined in this Circular shall, where applicable, have the same meaning assigned to it under the Companies Act, the Listing Manual or any statutory modification thereof, unless otherwise provided.

Any reference to time of a day in this Circular is made by reference to Singapore time unless otherwise stated.

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

LETTER TO SHAREHOLDERS

YAMADA GREEN RESOURCES LIMITED

(Company Registration No. 201002962E)

(Incorporated in Singapore)

Directors:

Mr. Chen Qiu Hai (Executive Chairman and Chief Executive Officer)
Mr. Lin Weibin (Executive Director)
Mr. Chua Ser Miang (Lead Independent Director)
Mr. Chang Feng-Chang (Independent Director)
Mr. Goi Kok Neng (Non-Executive Director)

Registered Office:

7 Temasek Boulevard
#43-03 Suntec Tower One
Singapore 038987

24 July 2018

To: The Shareholders of Yamada Green Resources Limited

Dear Sir/Madam

1. INTRODUCTION

The Board refers to (i) the Notice of EGM to convene the EGM to be held on 8 August 2018; and (ii) the ordinary resolution to seek Shareholders' approval for the appointment of FKT as the Auditors in place of BDO Singapore, to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

The purpose of this Circular is to provide Shareholders with information pertaining to the Proposed Change of Auditors, and to seek Shareholders' approval in respect of the same at the upcoming EGM.

This Circular has been prepared solely for the purposes outlined above and may not be relied upon by any other persons (other than the Shareholders whom this Circular is despatched to by the Company) or for any other purpose.

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

2. THE PROPOSED CHANGE OF AUDITORS

2.1 Background and Rationale

The Company's current Auditors, BDO Singapore, have been the Auditors of the Company for 8 years since 29 April 2010. BDO Singapore was re-appointed as Auditors at the last AGM held on 27 October 2016 to hold office until the conclusion of the next AGM.

On 4 September 2017, the Board announced that a fire incident involving a transport vehicle delivering certain finance documents and IT/computer hardware of the Group took place on 30 August 2017 (the "**Fire Incident**"). A preliminary assessment of the fire damage conducted by the Company's management indicated that additional time will be required to reconstruct/reproduce the documents and information affected. Separately, additional time was also required for the Group to comply with Rules 705(1) and 707(1) of the Listing Manual in respect of the announcement of its full financial year statements for FY2017 and the holding of FY2017 AGM and for the Additional Audit Works to be carried out.

It was initially envisaged that the Phase 1 Works were to be carried out by BDO Singapore in collaboration with its PRC affiliate, BDO China.

LETTER TO SHAREHOLDERS

The Board subsequently announced on 27 September 2017 that a formal suspension notice (“**Suspension Notice**”) was issued by the Ministry of Finance of the PRC and the China Securities Regulatory Commission, which stated, *inter alia*, that BDO China was suspended from taking on “securities-related engagements” as of 23 May 2017 pending the implementation of certain rectification works. The Company was advised by its PRC legal advisers that “securities-related engagements” include the provision of audit services for listed companies and also internal audit engagements. The suspension was lifted on 10 August 2017, with the period of suspension being from 23 May 2017 to 10 August 2017 (the “**Suspension Period**”). Despite the Suspension Notice, work had been performed by BDO China for the Group’s PRC subsidiaries during the Suspension Period.

Separately, BDO Singapore had, on 21 September 2017, made a report to the Minister of Finance of Singapore under Section 207(9A) of the Companies Act, relating to certain inconsistencies in the Group’s financial records and other queries raised in the course of their audit for the financial year ended 30 June 2017.

In connection therewith, the Board announced on 12 February 2018 that the BDO Singapore had in October 2017 written to ACRA to seek consent for its resignation as statutory auditors of the Company. Discussions were then had with BDO Singapore to consider the possibility of deferring their resignation pending the completion of the Phase 1 Works, to which the Company was informed in November 2017 that *inter alia* BDO Singapore would not be able to commence the Phase 1 Works as BDO China will not be taking up the said engagement. Significant time and effort was thereafter committed by the Audit Committee to interview and consider suitable audit firms to perform the Phase 1 Works, before the Audit Committee eventually shortlisted and recommended the appointment of Deloitte & Touche Financial Advisory Services Pte. Ltd. to perform the Phase 1 Works.

In view of the above, the Company proceeded to interview and consider suitable and appropriately qualified audit firms to replace BDO Singapore as the auditors of the Group.

Following an evaluation of FKT and their proposals and in consultation with the Audit Committee, and having considered the factors mentioned in Paragraph 2.4 below, the Board has accepted the Audit Committee’s recommendation for the appointment of FKT, subject to the approval of the Shareholders at the EGM.

2.2 Extension of Time Applications

On 25 August 2017, the Board announced that the Company would be making an application to the SGX-ST for an extension of time to comply with Rules 705(1) and 707(1) of the Listing Manual, to release the announcement of the Company’s unaudited financial statements for FY2017 by 29 October 2017 and to hold the FY2017 AGM by 29 December 2017, as the Company had *inter alia* experienced a high staff turnover in the finance team of the Group in FY2017, which resulted in delays in finalising the FY2017 results, and more time was required by the BDO Singapore to complete its audit procedures.

Further time extensions were then sought on 24 October 2017 mainly due to (i) the Fire Incident, as announced on 4 September 2017, which affected certain finance documents and IT/computer hardware pursuant to which the Group’s management required time to reconstruct/reproduce the documents and information affected for audit purposes; and (ii) the Additional Audit Works, as announced on 5 September 2017, required to be performed to arrive at the FY2017 results in light of the Fire Incident and audit queries raised by BDO Singapore to the Audit Committee.

The Board subsequently announced on 29 March 2018 that the Company had submitted a supplemental application to the SGX-ST to seek further time extensions to comply with Rules 705(1), 705(2) and 707(1) of the Listing Manual of the SGX-ST, to release the announcement of the financial statements for FY2017 and FY2018 by end October 2018, as well as to hold the FY2017 AGM and FY2018 AGM by end December 2018.

LETTER TO SHAREHOLDERS

On 8 May 2018, the Board announced that ACRA had on 3 May 2018 granted the Company an extension of time under Sections 175 and 201 of the Companies Act to lay the Company's financial statements which are made up to 30 June 2017 and 30 June 2018 at an AGM to be held no later than 31 December 2018.

2.3 Information on FKT and the Audit Engagement Partner

FKT is registered with ACRA and is amongst the top seven (7) accountancy practices in Singapore. Established in 1968, FKT has advanced from a traditional public accounting firm to one delivering a full range of services tailored to the needs of privately held businesses and public interest entities. Its professionals have been dedicated to serving the needs of privately held businesses and public interest entities for more than 40 years. FKT is also a principal member of HLB International, a network of independent professional accounting firms and business advisers, with access to the extensive on-the-ground expertise of independent peer member firms in over 130 countries.

For more information about FKT, please visit FKT's website at: <http://www.fookontan.com>.

The engagement partner-in-charge from FKT will be Mr Yeo Boon Chye. He has more than 25 years of audit experience and is a Fellow Chartered Accountant of the Institute of Singapore Chartered Public Accountants.

2.4 Requirements under Rule 712 of the Listing Manual

The Board, having taken into account the Audit Committee's recommendation, and various factors, including, *inter alia*, the following:

- (a) the adequacy of the resources and experience of FKT;
- (b) the audit engagement partner assigned to the audit;
- (c) FKT's other audit engagements;
- (d) the size and complexity of the Group's operations; and
- (e) the number and experience of supervisory and professional staff assigned to the audit of the Company and the Group,

is of the opinion that FKT will be able to meet the audit requirements of the Group and that Rule 712 of the Listing Manual has been complied with.

2.5 Requirements under Rule 715 of the Listing Manual

Following Shareholders' approval of the Proposed Change of Auditors, FKT will become the Auditors of the Company in place of BDO Singapore. FKT will be engaged to conduct an audit on the consolidated financial statements of the Group and the financial statements of the Company. The Company will appoint FKT to conduct audit of its subsidiaries incorporated in the PRC and Hong Kong for the purpose of the consolidation of the financial statements of the Group.

In respect of the PRC subsidiaries, FKT will carry out the audit on the consolidated financial statements of the Group, and CAC, a member of HLB International, shall be the component auditor. FKT shall conduct the audit in accordance with applicable regulations in Singapore and International Standards of Auditing. Under the Cooperation Agreement, for the purpose of compliance with C.K. [2015] No 9, CAC shall undertake a supervisory role, in particular, CAC shall ensure that the audit is in compliance with requirements imposed by the local authority (including document retention policies such as the filing, retention, secure storage and archival of the audit working papers of the PRC subsidiaries in PRC). CAC has no legal obligations as to any contractual agreement entered into between the Company and FKT under this arrangement. The consolidated financial statements of the Group will be signed by FKT.

LETTER TO SHAREHOLDERS

2.6 Requirements under Rule 1203(5) of the Listing Manual

In accordance with the requirements of Rule 1203(5) of the Listing Manual, the Company confirms that:

- (a) it has received a copy of BDO Singapore's professional clearance letter dated 2 May 2018 to FKT, confirming that it is not aware of any professional reasons why FKT should not accept appointment as the new auditors of the Company;
- (b) save as disclosed in this Circular, there were no disagreements with BDO Singapore on accounting treatments within the last 12 months from the date of this Circular;
- (c) it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in this Circular;
- (d) the reasons for the Proposed Change of Auditors are disclosed in Paragraph 2.1 of this Circular above; and
- (e) it is in compliance with Rules 712 and 715 of the Listing Manual in relation to the proposed appointment of FKT as its new Auditors.

3. AUDIT COMMITTEE'S RECOMMENDATION

The Audit Committee has deliberated on and reviewed the Proposed Change of Auditors and after taking into account the suitability and independence of FKT to meet the audit requirements of the Company and the various factors set out in Paragraph 2 of this Circular, recommends the Proposed Change of Auditors.

4. DIRECTORS' RECOMMENDATION

The Board, having considered the rationale and benefit of the Proposed Change of Auditors, is of the opinion that the Proposed Change of Auditors is in the best interests of the Company and the Shareholders. Accordingly, the Board recommends that the Shareholders vote in favour of the ordinary resolution in respect of the Proposed Change of Auditors set out in the Notice of EGM.

5. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save for their respective interests in the Company, none of the Directors or Substantial Shareholders has any interest, direct or indirect, in the Proposed Change of Auditors.

6. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 and N-2 of this Circular, will be held at Quality Ballroom, Level 3, Quality Hotel Marlow, 201 Balestier Road, Singapore 329926 on Wednesday, 8 August 2018 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the resolution set out in the Notice of EGM.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

If a Shareholder is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the attached Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Company's share registrar's office at 9 Raffles Place #29-01 Republic Plaza Tower 1, Singapore 048619 not less than 72 hours before the time fixed for holding the EGM. Completion and return of the Proxy Form by a Shareholder will not prevent him from attending and voting at the EGM if he so wishes.

LETTER TO SHAREHOLDERS

A Depositor shall not be regarded as a Shareholder entitled to attend and vote at the EGM unless he is 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 CDP to the Company.

8. 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 Change of Auditors, 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.

9. INSPECTION OF DOCUMENTS

Copies of the following documents are available for inspection at the registered office of the Company during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the Constitution of the Company;
- (b) the annual report of the Company for the financial year ended 30 June 2016;
- (c) the letter from BDO Singapore dated 6 October 2017 giving notice of their resignation as Auditors;
- (d) the letter of consent from FKT dated 11 May 2018; and
- (e) the letter of professional clearance issued by BDO Singapore to FKT dated 2 May 2018.

Yours faithfully

For and on behalf of the Board of Directors of
YAMADA GREEN RESOURCES LIMITED

CHEN QIUHAI
Executive Chairman and Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING

YAMADA GREEN RESOURCES LIMITED

(Company Registration No.201002962E)
(Incorporated in the Republic of Singapore)

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 24 July 2018 issued by Yamada Green Resources Limited (the “Circular”).

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “EGM”) of Yamada Green Resources Limited (the “Company”) will be held at Quality Ballroom, Level 3, Quality Hotel Marlow, 201 Balestier Road, Singapore 329926 on Wednesday, 8 August 2018 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution, which will be proposed as Ordinary Resolution:

ORDINARY RESOLUTION:

THE PROPOSED CHANGE OF AUDITORS FROM BDO LLP TO FOO KON TAN LLP

That:

- (a) the resignation of BDO Singapore as Auditors of the Company be and is hereby noted and that FKT having consented to act, be and are hereby appointed as Auditors of the Company in place of BDO Singapore, to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms as may be agreed by the Directors of the Company with FKT; and
- (b) the Directors of the Company and each of them be and are hereby authorised to take such steps, approve all matters, implement, execute, perfect or give effect to complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or this Ordinary Resolution.

By Order of the Board

Chen Qiuhai
Executive Chairman and Chief Executive Officer
24 July 2018

IMPORTANT : Please read notes below.

Explanatory Notes to Shareholders:

- (1) BDO Singapore, the Company’s current auditors, has confirmed that it is not aware of any professional reasons why FKT should not accept appointment as auditors of the Company.
- (2) Save as disclosed in the Circular, the Company confirms that there was no disagreement with BDO Singapore on accounting treatments within the last twelve (12) months from the date of this Circular.
- (3) The Company is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders, which has not been disclosed in the Circular.
- (4) The Company confirms that it complies with Rules 712 and 715 of the Listing Manual in relation to the appointment of the new auditing firm, FKT.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (a) A member entitled to attend and vote at the EGM is entitled to appoint one (1) or two (2) proxies to attend and vote on his/her stead. A proxy need not be a member of the Company.
- (b) Where a member appoints two proxies, he/she should specify the proportion of his/her shareholding to be represented by each proxy, failing which the nomination shall be deemed to be alternative.
- (c) A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) proxies, the appointment shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

“Relevant intermediary” means:

- (i) a banking corporation licensed under the Banking Act, Chapter 19 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;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds shares in that capacity; or
 - (iii) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 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.
- (d) A proxy need not be a member of the Company.
 - (e) A corporation which is a member of the Company may authorise by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.
 - (f) The instrument appointing a proxy must be signed by the appointer or his/her attorney duly authorised in writing or, if the appointer is a body corporate, signed by an attorney duly authorised, or by an officer on behalf of the corporation, or the common seal must be affixed thereto.
 - (g) The instrument appointing a proxy or proxies together with the letter or power of attorney, if any, under which it is signed or a duly certified copy thereof must be deposited at the office of the Company's share registrar at 9 Raffles Place #29-01 Republic Plaza Tower 1, Singapore 048619 at least 72 hours before the time fixed for holding the EGM or any postponement or adjournment thereof.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents 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.

PROXY FORM

YAMADA GREEN RESOURCES LIMITED

(Company Registration No. 201002962E)
(Incorporated in the Republic of Singapore)

PROXY FORM

EXTRAORDINARY GENERAL MEETING

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investors") and/or the Supplementary Retirement Scheme ("SRS Investors") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Meeting.
2. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We _____ (Name) _____ (NRIC/Passport No.)

of _____ (Address)

being a member/members of **Yamada Green Resources Limited** (the "Company") hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

And/or (delete as appropriate)*

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

as *my/our *proxy/proxies to vote for *me/us on *my/our behalf at the Extraordinary General Meeting (the "Meeting") of the Company to be held at Quality Ballroom, Level 3, Quality Hotel Marlow, 201 Balestier Road, Singapore 329926 on Wednesday, 8 August 2018 at 10.00 a.m. and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for or against the Resolution to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the *proxy/proxies will vote or abstain from voting at *his/her discretion.

Ordinary Resolution	Number of votes for**	Number of votes against**
To approve the Proposed Change of Auditors from BDO LLP to Foo Kon Tan LLP		

** If you wish to exercise all your votes "For" or "Against", please indicate cross (X) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2018

Total Number of Shares in:	No of Shares
(i) CDP Register	
(ii) Register of Members	

Signature(s) of Shareholder(s) and,
Common Seal of Corporate Shareholder

* Delete where inapplicable

IMPORTANT: PLEASE READ NOTES TO PROXY FORM



PROXY FORM

Notes to Proxy Form

1. Please insert the total number of Shares held by you. 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 Members, 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 Members, 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 Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one (1) or two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member, other than a Relevant Intermediary appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as percentage of the whole) to be represented by each proxy.
4. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the Meeting provided that each proxy is appointed to exercise the rights attached to different shares held by the members. In such event, the relevant intermediary shall submit a list of its proxies together with the information required in this proxy form to the Company.
5. Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the Meeting.
6. The instrument appointing a proxy or proxies must be deposited at the office of the Company's share registrar at 9 Raffles Place #29-01 Republic Plaza Tower 1, Singapore 048619 not less than 72 hours before the time appointed for the Meeting.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorized. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter of power of attorney or a duly certified copy thereof must be lodged with the instrument.
8. A corporation which is a member may authorize by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore, 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.
9. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investors**") and/or the Supplementary Retirement Scheme ("**SRS Investors**") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Meeting.

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Chapter 19) 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 license to provide custodial services for securities under the Securities and Futures Act (Chapter 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36), 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.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies 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 a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies 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 appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 24 July 2018.