

## APPENDIX DATED 15 MAY 2020

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

**If you are in any doubt as to the contents herein or as to any action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or any other professional adviser immediately.**

This Appendix is circulated to the Shareholders of IEV Holdings Limited (the “**Company**”) together with the Company’s annual report for the financial year ended 31 December 2019 (the “**Annual Report 2019**”). Its purpose is to provide Shareholders with the relevant information relating to the Proposed Change of Auditors (as defined in this Appendix) to be tabled at the annual general meeting of the Company (“**AGM**”) to be held on Wednesday, 24 June 2020 at 10:30 am.

An ordinary resolution in respect of the Proposed Change of Auditors is included in the Notice of the AGM and the accompanying Proxy Form which are enclosed with the Annual Report 2019.

If you have sold or transferred all your ordinary shares in the capital of the Company held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Appendix to the purchaser or transferee as arrangements will be made by CDP for a separate Appendix with the Annual Report 2019, the Notice of AGM and the accompanying Proxy Form to be sent to the purchaser or transferee. If you have sold or transferred all your ordinary shares in the capital of the Company represented by physical share certificate(s), you should immediately hand this Appendix with the Annual Report 2019, the Notice of AGM and the accompanying Proxy Form 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.

This Appendix has been reviewed by the Company’s sponsor, SAC Capital Private Limited (the “**Sponsor**”). This Appendix has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and the SGX-ST assumes no responsibility for the contents of this Appendix, including the correctness of any of the statements or opinions made or reports contained in this Appendix. The Sponsor has not independently verified the contents of this Appendix.

The contact person for the Sponsor is Mr Ong Hwee Li, at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542, telephone (65) 6232 3210.



**IEV HOLDINGS LIMITED**  
(Company Registration Number 201117734D)  
(Incorporated in the Republic of Singapore on 26 July 2011)

**APPENDIX TO SHAREHOLDERS**

**IN RELATION TO**

**THE PROPOSED CHANGE OF AUDITORS**

## CONTENTS

<b>DEFINITIONS.....</b>	<b>3</b>
<b>THE PROPOSED CHANGE OF AUDITORS.....</b>	<b>5</b>
<b>1. INTRODUCTION.....</b>	<b>5</b>
<b>2. RATIONALE FOR THE PROPOSED CHANGE OF AUDITORS .....</b>	<b>5</b>
<b>3. INFORMATION ON MAZARS AND AUDIT ENGAGEMENT PARTNER.....</b>	<b>6</b>
<b>4. COMPLIANCE WITH RULE 712 OF THE CATALIST RULES.....</b>	<b>7</b>
<b>5. COMPLIANCE WITH RULE 715 OF THE CATALIST RULES.....</b>	<b>7</b>
<b>6. AUDIT COMMITTEE'S STATEMENT .....</b>	<b>7</b>
<b>7. DIRECTORS' RECOMMENDATIONS .....</b>	<b>7</b>
<b>8. ACTION TO BE TAKEN BY SHAREHOLDERS.....</b>	<b>8</b>
<b>9. DIRECTORS' RESPONSIBILITY STATEMENT .....</b>	<b>8</b>
<b>10. DOCUMENTS FOR INSPECTION .....</b>	<b>8</b>

## DEFINITIONS

For the purpose of this Appendix, the following definitions have, where appropriate, been used:

- “ACRA”** : The Accounting and Corporate Regulatory Authority of Singapore
- “Annual Report 2019”** : The annual report of the Company for the financial year ended 31 December 2019
- “Audit Committee”** : The audit committee of the Company as at the date of this Appendix
- “2020 AGM”** : The annual general meeting of the Company to be held on Wednesday, 24 June 2020 at 10:30am, notice of which is enclosed with the Annual Report 2019
- “AGM”** : The annual general meeting of the Company
- “Board”** : The board of the Directors as at the date of this Appendix
- “Catalist Rules”** : Listing Manual Section B: Rules of Catalist of the SGX-ST, as may be amended, supplemented or modified from time to time
- “CDP”** : The Central Depository (Pte) Limited
- “Companies Act”** : The Companies Act (Chapter 50) of Singapore, as amended, modified or supplemented from time to time
- “Company”** : IEV Holdings Limited
- “Constitution”** : The Constitution of the Company, as amended, modified or supplemented from time to time
- “Deloitte”** : Deloitte & Touche LLP
- “Directors”** : The directors of the Company as at the date of this Appendix
- “Group”** : The Company and its subsidiaries
- “Latest Practicable Date”** : 8 May 2020, being the latest practicable date prior to the printing of this Appendix
- “Mazars”** : Mazars LLP
- “Notice of AGM”** : The notice in respect of the 2020 AGM which is set out on pages 149 to 153 of the Annual Report 2019
- “Proposed Change of Auditors”** : The appointment of Mazars as the auditor of the Company, in place of the retiring auditor of the Company, Deloitte
- “Proxy Form”** : The proxy form in respect of the 2020 AGM enclosed with the Annual Report 2019
- “Securities Account”** : Securities accounts maintained by a Depositor with CDP but not including securities sub-accounts maintained with a Depository Agent

“SFA”	:	The Securities and Futures Act (Chapter 289) of Singapore, as amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Persons who are registered as holders of the Shares except where the registered holder is CDP, in which case the term “Shareholders” shall in relation to such Shares mean the Depositors whose Securities Accounts with CDP are credited with the Shares
“Shares”	:	Ordinary shares in the capital of the Company
“Sponsor”	:	SAC Capital Private Limited
“Substantial Shareholder”	:	A person who has an interest (directly or indirectly) of 5% or more of the total issued Shares (excluding treasury shares)
“S\$” and “cents”	:	Singapore dollars and cents, respectively
“%” or “per cent.”	:	Per centum or percentage

The terms “**Depositor**”, “**Depository Register**” and “**Depository Agent**” shall have the meanings ascribed to them respectively by Section 81SF of the Securities and Futures Act (the “**SFA**”).

The term “**treasury shares**” and “**subsidiary**” shall have the meaning ascribed to it in Sections 4 and 5 of the Companies Act. The term “**subsidiary holdings**” means shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act.

Any reference in this Appendix 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 SFA or the Catalist Rules or any statutory or regulatory modification thereof and used in this Appendix shall, where applicable, have the same meaning assigned to it under the Companies Act, the SFA or the Catalist Rules or any modification thereof, as the case may be, unless otherwise provided.

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

Any reference to a time of a day and date in this Appendix is a reference to Singapore time and date unless otherwise stated.

**IEV HOLDINGS LIMITED**  
(Company Registration Number 201117734D)  
(Incorporated in the Republic of Singapore on 26 July 2011)

**Directors:**

Tan Sri Dato' Hari N. Govindasamy (Non-Independent and Non-Executive Chairman)  
Mr Christopher Nghia Do (President and Chief Executive Officer)  
Dato' Low Koon Poh (Executive Director)  
Mr Ng Weng Sui, Harry (Lead Independent Director)  
Mr Kesavan Nair (Independent Director)  
Ms Joanne Rose Bruce (Independent Director)  
Ms. Ng Yau Kuen, Carmen (Independent Director)  
Tan Sri Ahmad Bin Mohd Don (Independent Director)

**Registered Office:**

80 Robinson Road  
#02-00,  
Singapore 068898

15 May 2020

To: The Shareholders

Dear Sir/Madam,

**THE PROPOSED CHANGE OF AUDITORS**

**1. INTRODUCTION**

- 1.1 The Company proposes to seek Shareholders' approval for the Proposed Change of Auditors at the 2020 AGM to be held via electronic means on Wednesday, 24 June 2020 at 10:30am.
- 1.2 The purpose of this Appendix is to provide Shareholders with relevant information pertaining to the Proposed Change of Auditors and to seek Shareholders' approval for the Ordinary Resolution Number 9 relating to the same as set out in the Notice of AGM.
- 1.3 The SGX-ST assumes no responsibility for the contents of this Appendix, including the correctness of any of the statements made, opinions expressed or reports contained in this Appendix.

**2. RATIONALE FOR THE PROPOSED CHANGE OF AUDITORS**

- 2.1 The Company's existing auditor, Deloitte, was appointed on 27 April 2015 and re-appointed as the auditor of the Company at the last AGM of the Company held on 29 April 2019, to hold office until the conclusion of the next AGM of the Company. Deloitte has served as auditor of the Company for five (5) consecutive years since the financial year ended 31 December 2015.

The Board is of the opinion that it is in the interest of the Company to rotate its auditors in order to benefit from fresh perspectives of another professional audit firm and thus further enhance the value of the audit, with effect from the current financial year ending 31 December 2020. A renewal of this nature is also indicative of the Company's efforts to ensure that there would be no actual or perceived issues of independence of auditors for good corporate governance.

- 2.2 In view of the above, the Board has accepted the Audit Committee's recommendation that Mazars is best suited for the existing needs and requirements of the Company in light of the nature, size and complexity of the Group's operations. The audit services to be provided by Mazars would be comparable in terms of quality and scope currently provided by Deloitte.

- 2.3 In reviewing the suitability of Mazars, the Audit Committee and the Board took into consideration, the Audit Quality Indicators Disclosure Framework issued by ACRA, including the adequacy of resources and experience of Mazars, the level of experience of the audit engagement partner assigned to the audit and the number of suitably experienced supervisory and professional staff assigned to the audit having due regard to the size, businesses and complexity of the Group. Following the review, the Audit Committee and the Board are of the opinion that Mazars will be able to meet the audit requirements of the Company, and Rules 712 and 715 of the Catalist Rules will be complied with.
- 2.4 Mazars had, on 7 May 2020, given its written consent to act as auditors of the Company. The appointment of Mazars would be effective upon obtaining the approval of Shareholders at the 2020 AGM for the Proposed Change of Auditors. If approved, Mazars will hold office until the conclusion of the next AGM of the Company.
- 2.5 In view of the above, Deloitte will retire and not seek re-appointment as auditors of the Company at the 2020 AGM, being the end of their current term. The Directors wish to express their appreciation for the past services rendered by Deloitte.

### **3. INFORMATION ON MAZARS AND AUDIT ENGAGEMENT PARTNER**

- 3.1 Mazars is an international, integrated and independent organization, specialising in audit, accountancy, tax, legal and advisory services. Mazars and its correspondents operate throughout 92 countries. 73 of these countries are part of Mazars' integrated partnership and 19 are Mazars correspondents. They draw on the expertise of over 15,000 professionals to assist major international groups, SMEs, private investors and public bodies at every stage of their development. Mazars is the only European-based audit and advisory firm being selected as joint auditor to Global 500 companies.
- 3.2 Mazars in Singapore is a globally integrated firm that provides audit and advisory advice to the world's leading organizations and fastest growing businesses. With more than 200 professionals, the firm is a fast growing and independent firm servicing clients across Asia-Pacific. Mazars is registered with ACRA. For more information about Mazars, please visit [www.mazars.sg](http://www.mazars.sg).
- 3.3 Mazars credentials in oil and gas and marine and offshore include but not limited to Marco Polo Marine Limited, Ouhua Energy Holdings Limited, Oakwell Distribution Singapore Pte Ltd and InterChem Pte Ltd while their healthcare credentials include Ardmore Medical Group and Care Vision Singapore Pte Ltd.
- 3.4 For the audit of the Company, Mazars's engagement team has 5 professionals, comprising 1 Partner, 1 Manager, 1 Senior and 2 Associates. In addition, the engagement will be reviewed by a concurring partner, an independent quality control reviewer and technical reviewer.
- 3.5 Mr Ooi Chee Keong ("**Mr. Ooi**") will be the audit engagement partner assigned to the audit of the Group. Mr Ooi's industry experience includes resources, professional services, information technology, manufacturing, semiconductor, constructions, property development, retail, shipping and logistics. He is also experienced in assisting companies going for Initial Public Offering and Reverse Takeover on SGX-ST and is the engagement partner for several companies listed on SGX-ST. He is also a member of The Chartered Association of Certified Accountants and a practicing member of the Institute of Singapore Chartered Accountants.
- 3.6 The Audit Committee has enquired on whether Mr Ooi has been subject to the Practice Monitoring Programme review by ACRA. In this regard, the Audit Committee has noted that the audit engagement partner has yet to be selected by ACRA for the Practice Monitoring Review.

#### **4. COMPLIANCE WITH RULE 712 OF THE CATALIST RULES**

In accordance with the requirements of Rule 712(3) of the Catalist Rules:

- (i) the outgoing auditors of the Company, Deloitte, via its professional clearance letter dated 7 May 2020 (the “**Professional Clearance Letter**”), has confirmed that they are not aware of any professional reasons why the new auditors, Mazars, should not accept appointment as auditors of the Company;
- (ii) the Company confirms that there were no disagreements with Deloitte on accounting treatments within the last twelve (12) months up to date of this Appendix.
- (iii) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders which has not been disclosed in this Appendix;
- (iv) the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in Section 2.1 of this Appendix. The Proposed Change of Auditors is neither due to the dismissal of Deloitte nor Deloitte declining to stand for re-appointment; and
- (v) the Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Mazars as its new auditors.

#### **5. COMPLIANCE WITH RULE 715 OF THE CATALIST RULES**

Subject to Shareholders’ approval at the 2020 AGM of the Proposed Change of Auditors, Mazars will be appointed as the auditors of the Company as well as its Singapore-incorporated subsidiaries.

Pursuant to Catalist Rule 715(2), the Company must engage a suitable auditing firm for its significant foreign-incorporated subsidiaries and associated companies. The Company’s significant subsidiaries in Malaysia and Indonesia as well as its associated company in Malaysia will be audited by overseas practices of Mazars LLP. The Company’s subsidiary in Hong Kong will continue to be audited by Cheng & Cheng. Accordingly, the Company has complied with Catalist Rule 715.

#### **6. AUDIT COMMITTEE’S STATEMENT**

The Audit Committee has reviewed the Proposed Change of Auditors, and after taking into account the suitability of Mazars, the Group’s audit requirements and the requirements of the Catalist Rules, recommends the proposed appointment of Mazars as auditors of the Company in place of the outgoing auditors of the Company, Deloitte.

#### **7. DIRECTORS’ RECOMMENDATIONS**

The Directors, having considered the rationale for the Proposed Change of Auditors and the Audit Committee’s recommendations, are satisfied that Mazars will be able to meet the audit requirements of the Group and are of the opinion that the proposed appointment of Mazars as auditors of the Company in place of the retiring auditors, Deloitte, is in the best interests of the Company and accordingly recommend that Shareholders vote in favour of the ordinary resolution relating to the Proposed Change of Auditors to be proposed at the 2020 AGM.

## **8. ACTION TO BE TAKEN BY SHAREHOLDERS**

- 8.1 Due to the current Covid-19 restriction orders in Singapore, shareholders will not be able to attend the AGM in person. Shareholders (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such shareholder wishes to exercise his/her/its voting rights at the AGM. The instrument appointing the Chairman of the AGM as proxy must be (a) if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623; or (b) if submitted electronically, be submitted via email to the Company's Share Registrar at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com), in either case, not less than forty-eight (48) hours before the time appointed for holding the AGM.

Shareholder who wishes to submit an instrument of proxy must complete and sign the proxy form in accordance with the instructions printed thereon, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

- 8.2 A Depositor shall not be regarded as a member of the Company entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register maintained by the CDP at least 72 hours before the 2020 AGM.

## **9. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Appendix 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 Appendix misleading. Where information in the Appendix 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 the Appendix in its proper form and context.

## **10. DOCUMENTS FOR INSPECTION**

A copy of the following documents may be inspected at the registered office of the Company at 80 Robinson Road, #02-00, Singapore 068898, during normal business hours from the date of this Appendix up to and including the date of the 2020 AGM:

- (a) the Annual Report 2019;
- (b) the Constitution of the Company;
- (c) the Professional Clearance Letter issued by Deloitte to Mazars; and
- (d) the letter of consent to act as auditors of the Company from Mazars.

Yours faithfully  
For and on behalf of the Board of Directors of  
**IEV HOLDINGS LIMITED**

Christopher Nghia Do  
President and Chief Executive Officer