



AGV GROUP LIMITED

(Company Registration No. 201536566H)
(Incorporated In the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of AGV Group Limited (the “**Company**”) will be held at Raffles Marina, Chart Room, Level 2, 10 Tuas West Drive, Singapore 638404 on 30 March 2019 at 8.30 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 30 September 2018 together with the Auditors' Report thereon. **Resolution 1**
2. To re-elect Mr Ang Nam Heng James pursuant to Regulation 97 of the Company's Constitution.
[See Explanatory Note (i)] **Resolution 2**
3. To re-elect Mr Choong Yoon Fatt pursuant to Regulation 103 of the Company's Constitution.
[See Explanatory Note (ii)] **Resolution 3**
4. To re-elect Mr Chong Kwang Shih pursuant to Regulation 103 of the Company's Constitution.
[See Explanatory Note (iii)] **Resolution 4**
5. To re-elect Mr Wee Meng Seng Aloysius pursuant to Regulation 103 of the Company's Constitution.
[See Explanatory Note (iv)] **Resolution 5**
6. To re-elect Mr Chua Wei Kee pursuant to Regulation 103 of the Company's Constitution.
[See Explanatory Note (v)] **Resolution 6**
7. To approve the payment of Directors' fees of S\$155,000 for the financial year ending 30 September 2019, payable quarterly in arrears.
(FY2018: S\$135,000). **Resolution 7**
8. To re-appoint Mazars LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **Resolution 8**
9. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

SPECIAL BUSINESS

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

“That pursuant to Section 161 of the Companies Act, Chapter 50 (the “**Companies Act**”) and Rule 806 of the Listing Manual (Section B: Rules of Catalyst) (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company **be authorised** and empowered to:

- (a) (i) issue shares in the Company (“**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 or 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 of the Company may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force, provided always that:
 - (i) the aggregate number of shares (including shares to be issued pursuant to this Resolution) shall not exceed 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued 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) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
 - (ii) (subject to such calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (d) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”

[See Explanatory Note (vi)]

Resolution 9

By Order of the Board

Lim Kok Meng
Company Secretary
Singapore, 15 March 2019

Explanatory Notes:

- (i) Mr Ang Nam Heng James will, upon re-election as Director of the Company, remain as Executive Director.
- (ii) Mr Choong Yoon Fatt will, upon re-election as Director of the Company, remain as an Independent Director of the Company, the Chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nominating Committee. The Board considers Mr Choong Yoon Fatt to be independent for the purposes of Rule 704(7) of the Catalyst Rules.
- (iii) Mr Chong Kwang Shih will upon re-election as Director of the Company, remain as an Independent Director of the Company, the Chairman of the Audit Committee, a member of the Remuneration Committee and a member of the Nominating Committee. The Board considers Mr Chong Kwang Shih to be independent for the purposes of Rule 704(7) of the Catalyst Rules.
- (iv) Mr Wee Meng Seng Aloysius will upon re-election as Director of the Company, remain as an Independent Director of the Company, the Chairman of the Nominating Committee, a member of the Audit Committee and a member of the Remuneration Committee. The Board considers Mr Wee Meng Seng Aloysius to be independent for the purposes of Rule 704(7) of the Catalyst Rules.
- (v) Mr Chua Wei Kee will upon re-election as a Director of the Company, remain as a Non-Independent Non-Executive Director, the Non-Executive Chairman of the Board and a member of the Nominating Committee.
- (vi) The Ordinary Resolution 9 above, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting 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, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares), of which up to 50% may be issued other than on a pro rata basis to Shareholders.

For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.

Notes:

1. (a) A member who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote in his stead.
(b) A member of the Company who is a relevant intermediary may appoint more than two proxies to attend and vote at the Annual General Meeting, but such proxies must be appointed to exercise the rights attached to a specified number of shares.

“**Relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act (Chapter 50 of Singapore).

2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies shall in the case of an individual, be signed by the appointor or his attorney, and in the case of a corporation shall be either under the Common Seal or signed by its attorney or a duly authorised officer on behalf of the corporation.
4. The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 22 Benoi Road Singapore 629892 not less than 72 hours before the time appointed for holding the Meeting.
5. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the Annual General Meeting in order for the Depositor to attend and vote at the Annual General Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, or by attending the Annual General Meeting, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (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), 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) 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. In addition, by attending the Annual General Meeting and/or adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for any of the Purposes.