

- 1. RESIGNATION OF DIRECTORS**
- 2. APPOINTMENT OF DIRECTORS**
- 3. CHANGES IN THE COMPOSITION OF THE BOARD AND BOARD COMMITTEES**

The Board of Directors (the “**Board**”) of AA Group Holdings Ltd. (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) wishes to announce the following changes to take effect from 3 September 2015:

1. RESIGNATION OF DIRECTORS

- (i) The resignation of Mr Loo Choon Chiaw as Lead Independent Director of the Company with effect from 3 September 2015.

Following Mr Loo Choon Chiaw's resignation, he shall also step down as Chairman of the Remuneration Committee and member of the Audit Committee and Nominating Committee.

The details in relation to the resignation of Mr Loo Choon Chiaw as Lead Independent Director as required under the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) are set out in a separate announcement released today.

- (ii) The resignation of Mr Tan Kuang Hui as Independent Director of the Company with effect from 3 September 2015.

Following Mr Tan Kuang Hui's resignation, he shall also step down as Chairman of the Audit Committee and member of the Remuneration Committee and Nominating Committee.

The details in relation to the resignation of Mr Tan Kuang Hui as Independent Director as required under the Catalist Rules are set out in a separate announcement released today.

- (iii) The resignation of Mr Phuah Lian Heng as Independent Director of the Company with effect from 3 September 2015.

Following Mr Phuah Lian Heng's resignation, he shall also step down as Chairman of the Nominating Committee and member of the Audit Committee and Remuneration Committee.

The details in relation to the resignation of Mr Tan Kuang Hui as Independent Director as required under the Catalist Rules are set out in a separate announcement released today.

The Board would like to take the opportunity to express its appreciation to Mr Loo Choon Chiaw, Mr Tan Kuang Hui and Mr Phuah Lian Heng for their guidance and contributions to the Group during their tenure of service with the Company.

2. APPOINTMENT OF DIRECTORS

- (i) The appointment of Mr Charles Chew Yeow Bian as an Independent Director of the Company with effect from 3 September 2015.

Mr Charles Chew Yeow Bian has also been appointed as Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee.

The Board considers Mr Charles Chew Yeow Bian to be independent for the purposes of Rule 704(7) of the Catalist Rules. The details of Mr Charles Chew Yeow Bian as required under Rule 704(6) of the Catalist Rules are contained in a separate announcement released today.

- (ii) The appointment of Mr Koh Yew Khoon, Christopher as a Non-Independent Non-Executive Director of the Company with effect from 3 September 2015.

Mr Koh Yew Khoon, Christopher has also been appointed as a member of the Audit Committee, Nominating Committee and Remuneration Committee.

- (iii) The appointment of Mr Chua Chee Heng as an Independent Director of the Company with effect from 3 September 2015.

Mr Chua Chee Heng has also been appointed as the Lead Independent Director, Chairman of Nominating Committee and Remuneration Committee, and member of the Audit Committee.

The Board considers Mr Chua Chee Heng to be independent for the purposes of Rule 704(7) of the Catalist Rules. The details of Mr Charles Chua Chee Heng as required under Rule 704(6) of the Catalist Rules are contained in a separate announcement released today.

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

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

Board of Directors

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

Ms Feng, Tzu-Ju @ Julie Feng (Managing Director)

Mr Chua Chee Heng (Lead Independent Director)

Mr Charles Chew Yeow Bian (Independent Director)

Mr Koh Yew Khoon, Christopher (Non-Independent Non-Executive Director)

Nominating Committee

Mr Chua Chee Heng (Lead Independent Director) (Chairman)

Mr Charles Chew Yeow Bian (Independent Director)

Mr Koh Yew Khoon, Christopher (Non-Independent Non-Executive Director)

Remuneration Committee

Mr Chua Chee Heng (Lead Independent Director) (Chairman)

Mr Charles Chew Yeow Bian (Independent Director)

Mr Koh Yew Khoon, Christopher (Non-Independent Non-Executive Director)

Audit Committee

Mr Charles Chew Yeow Bian (Independent Director) (Chairman)

Mr Chua Chee Heng (Lead Independent Director)

Mr Koh Yew Khoon, Christopher (Non-Independent Non-Executive Director)

By order of the Board

AA Group Holdings Ltd.
Feng, Tzu-Ju @ Julie Feng
Managing Director
3 September 2015

This announcement has been prepared by the Company and its contents have been reviewed by the company's Sponsor, Stamford Corporate Services Pte Ltd, for compliance with the relevant rules of the SGX-ST. The Company's Sponsor has not independently verified the contents of this announcement.

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

The contact person for the Sponsor is Mr Bernard Lui

Telephone number: 6389 3000

Email address: bernard.lui@stamfordlaw.com.sg