



AA Group Holdings Ltd.

(Incorporated in the Republic of Singapore)
(Company Registration No. 200412064D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “EGM”) of the shareholders (the “Shareholders”) of AA Group Holdings Ltd. (the “Company”) will be held at 60 Benoi Road, #03-02 EMS Building, Boardroom, Singapore 629906 on 25 July 2017 at 9:30 a.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following ordinary resolutions:

ORDINARY RESOLUTION 1: THE W&P CORPORATION PROPOSED ACQUISITION

THAT:–

- (a) approval be and is hereby given for the Company to effect and complete the W&P Corporation Proposed Acquisition and all transactions in relation thereto, on the terms and subject to the conditions set out in the W&P Corporation Sale and Purchase of Shares Agreement, as defined in the circular to the Shareholders of the Company dated 10 July 2017 (“Circular”), the principal terms of which are set out in the Circular; and
- (b) the directors of the Company and each of them be and are hereby authorised to implement, execute, perfect or give effect to complete and do all such acts and things (including but not limited to the execution of all such agreements and documents as may be required) as they/he may in their/his absolute discretion consider necessary, desirable, expedient or in the interests of the Company, to complete the transactions contemplated in the W&P Corporation Sale and Purchase of Shares Agreement and to give effect to the approvals given by this ordinary resolution.

Shareholders should note that Ordinary Resolution 1 is conditional on the approval of Ordinary Resolution 3 set out below. If Ordinary Resolution 1 is not approved, Ordinary Resolution 3 would not be passed.

ORDINARY RESOLUTION 2: THE W&P PRECAST PROPOSED ACQUISITION

THAT:–

- (a) approval be and is hereby given for the Company to effect and complete the W&P Precast Proposed Acquisition and all transactions in relation thereto, on the terms and subject to the conditions set out in the W&P Precast Sale and Purchase of Shares Agreement, as defined in the Circular, the principal terms of which are set out in the Circular; and
- (b) the directors of the Company and each of them be and are hereby authorised to implement, execute, perfect or give effect to complete and do all such acts and things (including but not limited to the execution of all such agreements and documents as may be required) as they/he may in their/his absolute discretion consider necessary, desirable, expedient or in the interests of the Company, to complete the transactions contemplated in the W&P Precast Sale and Purchase of Shares Agreement and to give effect to the approvals given by this ordinary resolution.

Shareholders should note that Ordinary Resolution 2 is conditional on the approval of Ordinary Resolution 4 set out below. If Ordinary Resolution 2 is not approved, Ordinary Resolution 4 would not be passed.

ORDINARY RESOLUTION 3: THE ALLOTMENT AND ISSUANCE OF THE W&P CORPORATION CONSIDERATION SHARES

THAT:–

- (a) the directors of the Company be and are hereby authorized to allot and issue 20,000,000 new ordinary shares in the capital of the Company to the W&P Corporation Vendors or their nominees in full satisfaction of the consideration payable in accordance with the W&P Corporation Sale and Purchase of Shares Agreement; and
- (b) the directors of the Company and each of them be and are hereby authorised to implement, execute, perfect or give effect to complete and do all such acts and things (including but not limited to the execution of all such agreements and documents as may be required) as they/he may in their/his absolute discretion consider necessary, desirable, expedient or in the interests of the Company, to complete the transactions contemplated in the W&P Corporation Sale and Purchase of Shares Agreement.

Shareholders should note that Ordinary Resolution 1 is conditional on the approval of Ordinary Resolution 3. If Ordinary Resolution 1 is not approved, Ordinary Resolution 3 would not be passed.

ORDINARY RESOLUTION 4: THE ALLOTMENT AND ISSUANCE OF THE W&P PRECAST CONSIDERATION SHARES

THAT:–

- (a) the directors of the Company be and are hereby authorized to allot and issue 70,000,000 new ordinary shares in the capital of the Company to the W&P Precast Vendor or its nominees in full satisfaction of the consideration payable in accordance with the W&P Precast Sale and Purchase of Shares Agreement; and
- (b) the directors of the Company and each of them be and are hereby authorised to implement, execute, perfect or give effect to complete and do all such acts and things (including but not limited to the execution of all such agreements and documents as may be required) as they/he may in their/his absolute discretion consider necessary, desirable, expedient or in the interests of the Company, to complete the transactions contemplated in the W&P Precast Sale and Purchase of Shares Agreement.

Shareholders should note that Ordinary Resolution 2 is conditional on the approval of Ordinary Resolution 4. If Ordinary Resolution 2 is not approved, Ordinary Resolution 4 would not be passed.

All capitalised terms used in this notice of EGM which are not defined herein shall have the same meanings ascribed to them as in the Circular.

By Order of the Board

AA GROUP HOLDINGS LTD.

Leow Siew Yon

Company Secretary

Singapore, 10 July 2017

Notes:–

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. A member who is not a relevant intermediary (as defined in section 181 of the Companies Act (Cap. 50)) is entitled to appoint not more than two proxies and where two proxies are appointed, shall specify the proportion of shareholding to be represented by each proxy.
3. A member who is a relevant intermediary is entitled to appoint more than two proxies and where such member's proxy form appoints more than one proxy, the number of and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form. Each proxy must be appointed to exercise the rights attached to the different share or shares held by such member.
4. In any case where more than one proxy is appointed, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent of the shareholding and any second named proxy as an alternate to the first named.
5. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be either under its common seal or under the hand of any duly authorised officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company), if required by law, be duly stamped and be deposited at the registered office of the Company, 6 Mohamed Sultan Road, #03-01, Singapore 238956, not less than 48 hours before the time appointed for the EGM, failing which the instrument may be treated as invalid.
6. The instrument appointing a proxy must be deposited at the registered office of the Company, 6 Mohamed Sultan Road #03-01, Singapore 238956, not less than 48 hours before the time of the EGM.
7. Unless defined herein, capitalised terms in the Resolutions set out in this Notice of EGM shall bear the same meanings as in the Circular dated 10 July 2017.

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 in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over 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.

This notice has been reviewed by the Company's sponsor, Stamford Corporate Services Pte. Ltd. (the “Sponsor”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”). The Sponsor has not independently verified the contents of this notice.

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

The contact person for the Sponsor is Mr. Bernard Lui, Telephone: +65 63893000, Email: bernard.lui@morganlewis.com.