

CIRCULAR DATED 23 NOVEMBER 2015

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

**This Circular is issued by CEFC International Limited (the “Company”). If you are in any doubt as to the action that you should take, you should consult your legal, financial, tax or other professional adviser immediately.**

**Unless otherwise stated, capitalised terms on this cover are defined in this Circular under the Section entitled “DEFINITIONS”.**

**If you have sold all your ordinary shares in the issued and paid-up share capital of the Company, you should forward this Circular together with the Notice of Special General Meeting and the attached Proxy Form immediately to the purchaser or to the bank, stockbroker or agent through whom you effected the sale for onward transmission to the purchaser.**

The Singapore Exchange Securities Trading Limited (“**SGX-ST**”) assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.



## **CEFC INTERNATIONAL LIMITED**

(Incorporated in Bermuda)  
(Company Registration no. 35733)

### **CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO**

**THE PROPOSED CHANGE OF AUDITORS FROM MAZARS LLP TO ERNST & YOUNG LLP**

#### **IMPORTANT DATES AND TIMES**

Last date and time for lodgement of Proxy Form	: 7 December 2015 at 10.30 a.m.
Date and time of Special General Meeting	: 9 December 2015 at 10.30 a.m.
Place of Special General Meeting	: 168 Robinson Road, FTSE Room Level 9, Capital Tower, Singapore 068912

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## DEFINITIONS

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In this Circular, the following definitions shall apply throughout unless the context otherwise requires:

<b>“Act” or “Companies Act”</b>	: The Companies Act, Chapter 50, of Singapore, as amended or modified from time to time
<b>“Audit Committee”</b>	: The audit committee of the board of directors of the Company for the time being
<b>“Board” or “Board of Directors”</b>	: The board of directors of the Company for the time being
<b>“Bye-laws”</b>	: The Bye-laws of the Company, as amended, modified or supplemented from time to time
<b>“CDP”</b>	: The Central Depository (Pte) Limited
<b>“Circular”</b>	: This circular to Shareholders dated 23 November 2015
<b>“Code”</b>	: The Singapore Code on Take-overs and Mergers
<b>“Company”</b>	: CEFC International Limited
<b>“Director”</b>	: A director of the Company for the time being
<b>“FY”</b>	: Financial year ended or ending 31 December, as the case may be
<b>“Group”</b>	: The Company and its Subsidiaries, collectively, for the time being
<b>“Latest Practicable Date”</b>	: 16 November 2015, being the latest practicable date prior to the printing of this Circular
<b>“Listing Manual”</b>	: The listing manual of SGX-ST, as amended or modified from time to time
<b>“Notice of SGM”</b>	: The notice of the SGM which is set out on pages 11 to 12 of this Circular
<b>“Proposed Change of Auditors”</b>	: The proposed change of auditors of the Company from Mazars LLP to Ernst & Young LLP
<b>“Register of Members”</b>	: Register of members of the Company
<b>“Securities Account”</b>	: A securities account maintained by a Depositor with the CDP but not including a securities sub-account maintained with a Depository Agent
<b>“SGX-ST”</b>	: The Singapore Exchange Securities Trading Limited
<b>“Shareholders”</b>	: Registered holders of Shares in the Register of Members
<b>“Shares”</b>	: Ordinary shares in the authorised capital and in the issued capital of the Company, and each a <b>“Share”</b>
<b>“Singapore Share Transfer Agent”</b>	: The Singapore share transfer agent of the Company

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## DEFINITIONS

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- “SGM”** : The special general meeting of the Company to be held on 9 December 2015, the notice of which is set out on pages 11 to 12 of this Circular (or any adjournment thereof)
- “Substantial Shareholder”** : A person (including a corporation) who has an interest in not less than 5% of the total issued voting Shares
- “HK\$” and “HK cents”** : The lawful currency of the Hong Kong Special Administrative Region of the People’s Republic of China
- “%” or “percent”** : Percentage or per centum

**Depositors.** The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 130A of the Companies Act.

**Subsidiaries and related corporations.** The terms **“subsidiaries”** and **“related corporations”** shall have the meanings ascribed to them respectively in Sections 5 and 6 of the Companies Act.

**References.** 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 shall, where applicable, include corporations.

**Time and date.** Any reference to a time of day and date in this Circular is made by reference to Singapore time and date, unless otherwise stated.

**Statutes.** Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Listing Manual, the Code or any statutory or regulatory modification thereof and not otherwise defined in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, the Listing Manual, the Code or any such statutory or regulatory modification thereof, as the case may be, unless the context otherwise requires.

**Headings.** The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

**Rounding.** Any discrepancies in figures included in this Circular between the amounts listed and their actual values are due to rounding. Accordingly, figures may have been adjusted to ensure that totals or sub-totals shown, as the case may be, reflect an arithmetic aggregation of the figures that precede them.

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## LETTER TO SHAREHOLDERS

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### CEFC INTERNATIONAL LIMITED

(Incorporated in Bermuda)  
(Company Registration no. 35733)

#### Board of Directors:

Mr Zang Jianjun (Executive Director and Executive Chairman)  
Mr Lu Da Chuan (Executive Director and Chief Executive Officer)  
Mr Liu Zhong Qiu (Executive Director and Chief Operation Officer)  
Mr Wen Jie (Executive Director)  
Mr Liu Lei (Executive Director)  
Mr Ooi Hoe Seong (Independent Director)  
Ambassador Toh Hock Ghim (Independent Director)  
Ms Ling Chi (Independent Director)

#### Registered Office:

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

23 November 2015

To: The Shareholders of CEFC International Limited

Dear Sir/Madam

#### THE PROPOSED CHANGE OF AUDITORS FROM MAZARS LLP TO ERNST & YOUNG LLP

##### 1. INTRODUCTION

- 1.1 The Directors are convening a special general meeting of the Company to be held on 9 December 2015 to seek the Shareholders' approval for the proposed change of auditors from Mazars LLP to Ernst & Young LLP (the "**Proposed Change of Auditors**").
- 1.2 The purpose of this Circular is to provide Shareholders with information relating to the above proposal to be tabled at the SGM.
- 1.3 The Singapore Exchange Securities Trading Limited ("**SGX-ST**") assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

##### 2. THE PROPOSED CHANGE OF AUDITORS OF THE COMPANY FROM MAZARS LLP TO ERNST & YOUNG LLP

Shareholders' approval by way of an ordinary resolution is being sought at the SGM for the Proposed Change of Auditors.

##### 2.1 Background and Rationale

At the last annual general meeting of the Company held on 23 April 2015, Mazars LLP was re-appointed as auditors of the Company to hold office until the close of the next annual general meeting of the Company. Mazars LLP has been the auditors of the Group since January 2011.

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## LETTER TO SHAREHOLDERS

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The Directors have considered the international network and global presence of Ernst & Young LLP, as well as the extensive experience of Ernst & Young LLP in working in the oil & gas industry. With the Company's expansion in global markets and the increase in trading volumes, the Directors are of the view that an international audit firm with presence and expertise in Singapore, the People's Republic of China and Europe is necessary to better serve the needs of the Board and the shareholders of the Company.

Further, as part of ongoing good corporate governance, the Directors are of the view that a change of auditors would enable the Company to benefit from fresh perspectives and views of another professional audit firm and also enhance the value of the audit. 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.

Mazars LLP have, in their letter dated 22 October 2015, given notice to the Directors of their resignation as auditors of the Company and Ernst & Young LLP have, on 6 November 2015, given their consent to act as auditors of the Company. In this regard, the Company has considered the relevant experience of and profile of the clientele of Ernst & Young LLP and the engagement partner. The change of auditors is subject to approval of the Shareholders at the SGM.

The appointment of Ernst & Young LLP would therefore take effect upon the approval of the same by the Shareholders at the SGM and Ernst & Young LLP will hold office until the conclusion of the next annual general meeting of the Company.

### 2.2 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 fee structure, the adequacy of the resources and experience of Ernst & Young LLP;
- (b) the audit engagement partner assigned to the audit;
- (c) Ernst & Young LLP's other audit engagements;
- (d) the size and complexity of the Group's operations;
- (e) the number and experience of supervisory and professional staff assigned to the audit of the Company and the Group; and
- (f) Ernst & Young LLP's and the audit partner-in-charge's experience in the oil & gas industry,

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

### 2.3 Requirements under Rule 715 of the Listing Manual

The Board confirms that pursuant to the Shareholders' approval of the Proposed Change of Auditors, Ernst & Young LLP will become the auditors of the Company and of its Singapore-incorporated subsidiaries and significant associated companies.

### 2.4 Requirements under Rule 1203(5) of the Listing Manual

In accordance with the requirements of Rule 1203(5) of the Listing Manual:

- (a) the Company has received a copy of Mazars LLP's professional clearance letter dated 22 October 2015 to Ernst & Young LLP, confirming that they are not aware of any professional reasons why Ernst & Young LLP should not accept appointment as the new auditors of the Company;

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## LETTER TO SHAREHOLDERS

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- (b) the Directors confirm that there were no disagreements with Mazars LLP on accounting treatments within the last 12 months from the date of this Circular;
- (c) the Directors confirm that 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 this Circular;
- (d) the reasons for the Proposed Change of Auditors are disclosed in paragraph 2.1 of this Circular above; and
- (e) the Directors confirm that the Company is in compliance with Rules 712 and 715 of the Listing Manual in relation to the proposed appointment of Ernst & Young LLP as its new Auditors.

### 2.5 Requirements under Bermuda law

Section 89(3) of the Companies Act 1981 of Bermuda (the “**Bermuda Companies Act**”) provides that a person, other than an incumbent auditor, shall not be capable of being appointed auditor at a general meeting of a company unless notice in writing of an intention to nominate that person to the office of auditor has been given not less than 21 days before the general meeting; and the company shall send a copy of any such notice to the incumbent auditor, and shall give notice thereof to the members of the company, either by advertisement in an appointed newspaper in Bermuda or in any other mode provided by the bye laws of the company, not less than 7 days before the general meeting. However, the foregoing requirements may be waived by a written notice from the incumbent auditor to the secretary of the company.

The Company has received from the incumbent auditor, Mazars LLP, a letter dated 3 November 2015 waiving compliance with the aforesaid requirements of Section 89(3) of the Bermuda Companies Act.

Further, Section 89(3A) of the Bermuda Companies Act provides that no person shall accept appointment or consent to be appointed as auditor of a Bermuda company if he/it is replacing an auditor who/which has resigned, been removed or whose term of office has expired or is about to expire, or who/which has vacated office, until he/it has requested and received from that incumbent auditor a written statement of the circumstances and the reasons why, in that auditor’s opinion, he/it is to be replaced.

The proposed auditor, Ernst & Young LLP, had issued a letter dated 30 October 2015 to the incumbent auditor, Mazars LLP in accordance with Section 89(3A) of the Bermuda Companies Act, and had on 3 November 2015 received from Mazars LLP the written statement as requested.

### 2.6 Information on Ernst & Young LLP

Ernst & Young LLP is one of the world’s big four accounting firms and a global leader in assurance, tax, transactions and advisory services. In Singapore, Ernst & Young LLP has a history of 125 years, with over 120 partners and 2,000 people offering assurance, tax, transaction and advisory services to a wide-ranging clientele base consisting of multinational companies, private companies and public sector organisations, and is part of the integrated Asia-Pacific area, which comprises over 29,000 people in 22 countries.

For more information about Ernst & Young LLP, its core values and services are provided at Ernst & Young LLP’s website at: <http://www.ey.com>.

### 2.7 Information on the audit partner

The engagement partner-in-charge from Ernst & Young LLP will be Mr. Wilson Woo, who has more than 25 years of audit experience in oil and commodity trading companies. Mr. Wilson Woo is a practicing member of the Institute of Singapore Chartered Accountants and a public accountant registered with the Accounting and Corporate Regulatory Authority of Singapore. He is also a fellow member of the Association of Chartered Certified Accountants.

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## LETTER TO SHAREHOLDERS

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### 2.8 Opinion of the Audit Committee

The Audit Committee had reviewed and deliberated on the Proposed Change of Auditors and had recommended the same for approval by the Board after taking into consideration the suitability of Ernst & Young LLP and the requirements of the Listing Manual.

### 3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, none of the Directors hold any interest in the share capital of the Company.

The interests of the Substantial Shareholders in the share capital of the Company as at the Latest Practicable Date are set out below:

Substantial Shareholder	Number of Shares			
	Direct Interest	%	Deemed Interest	%
Singapore Petrochemical & Energy Development Pte. Ltd.	2,701,614,695	63.82	–	–
Mr Ye Jianming <sup>(1)</sup>	–	–	2,701,614,695	63.82
China United Association (HK) Limited <sup>(1)</sup>	–	–	2,701,614,695	63.82
Northern International Capital Holdings (HK) Limited	352,765,487	8.33	–	–
Shanghai Tongtian Investment Holding Co., Ltd. <sup>(2)</sup>	–	–	352,765,487	8.33
Mr Liu Wei <sup>(3)</sup>	–	–	352,765,487	8.33

#### Notes:

- (1) Mr Ye Jianming and China United Association (HK) Limited are the shareholders of Singapore Petrochemical & Energy Development Pte. Ltd.. As at the Latest Practicable Date, Mr Ye Jianming held 66.67% and China United Association (HK) Limited held 33.33% of the shares in Singapore Petrochemical & Energy Development Pte. Ltd.. Accordingly, Mr Ye Jianming and China United Association (HK) Limited are deemed to be interested in the shares of the Company held by Singapore Petrochemical & Energy Development Pte. Ltd..
- (2) Shanghai Tongtian Investment Holding Co., Ltd. owns 98% of the shares in Northern International Capital Holdings (HK) Limited, and is therefore deemed to be interested in the shares held by Northern International Capital Holdings (HK) Limited in the Company.
- (3) Mr Liu Wei owns 98% of the equity interest in Shanghai Tongtian Investment Holding Co., Ltd., which in turn owns 98% of the shares in Northern International Capital Holdings (HK) Limited. Mr Liu Wei is therefore deemed to be interested in the shares held by Northern International Capital Holdings (HK) Limited in the Company.

None of the Directors or Substantial Shareholders has any interest, direct or indirect, in the Proposed Change of Auditors (other than through their shareholdings (if any) in the Company).

### 4. APPROVALS AND DIRECTORS' RECOMMENDATIONS

After having considered, amongst other things, the terms and/or rationale of the Proposed Change of Auditors, the Directors are of the view that the Proposed Change of Auditors is in the best interests of the Company. Accordingly, the Directors recommend that the Shareholders vote in favour of the Proposed Change of Auditors.

### 5. SPECIAL GENERAL MEETING

The SGM, notice of which is set out on pages 11 to 12 of this Circular, will be held at 168 Robinson Road, FTSE Room Level 9, Capital Tower, Singapore 068912 on 9 December 2015 at 10.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolution set out in the notice of the SGM.

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## LETTER TO SHAREHOLDERS

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### 6. ACTIONS TO BE TAKEN BY SHAREHOLDERS

#### 6.1 Appointment of proxies

Shareholders (other than CDP) holding two or more Shares who are entitled to attend and vote at general meetings of the Company but are unable to attend the SGM personally may each appoint not more than two proxies to attend and vote at the SGM on their behalf. Such Shareholders are requested to complete and sign the Proxy Form attached to this Circular and to return the said Proxy Form in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, Singapore Land Tower, #32-01, Singapore 048623 at not less than forty-eight (48) hours before the time fixed for the SGM. The completion and lodgement of the Proxy Form by a Shareholder does not preclude him from attending and voting in person at the SGM if he finds that he is able to do so, and in such event his Proxy Form shall be deemed to have been revoked.

#### 6.2 Depositors not regarded as Shareholder

A Depositor is not regarded as a member of the Company entitled to attend the SGM and to speak and vote thereat. A Depositor whose name appears on the Depository Register as at forty-eight (48) hours before the SGM may attend and vote as CDP's proxy.

A Depositor who is a natural person and whose his name appears in the Depository Register as at a time not earlier than forty-eight (48) hours prior to the time of the SGM, need not complete and submit the Depositor Proxy Form if he is attending the SGM in person. However, if he is unable to attend the SGM in person but wishes to be represented at the SGM, he may nominate a person or persons ("**Nominee**") other than himself as CDP's proxy by completing the Depositor Proxy Form (in accordance with the instructions thereto) and deposit the duly completed Depositor Proxy Form at the registered office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, Singapore Land Tower, #32-01, Singapore 048623, at least forty-eight (48) hours before the time of the SGM. Each Nominee appointed must be a natural person but need not be a member of the Company.

### 7. 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 the 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 the Circular in its proper form and context.

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## LETTER TO SHAREHOLDERS

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### 8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the office of the Company's Corporate Secretary at 80 Robinson Road #17-02, Singapore 068898 during normal business hours from the date of this Circular up to the date of the SGM:

- (a) the Memorandum of Association and Bye-laws of the Company; and
- (b) the Annual Report for FY2014.

Yours faithfully  
For and on behalf of the Board of Directors of  
**CEFC INTERNATIONAL LIMITED**

Mr Zang Jianjun  
Executive Chairman

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## NOTICE OF SPECIAL GENERAL MEETING

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### CEFC INTERNATIONAL LIMITED

(Incorporated in the Bermuda)  
(Company Registration No. 35733)

**NOTICE IS HEREBY GIVEN** that a special general meeting (“**SGM**”) of CEFC International Limited (the “**Company**”) will be held at 168 Robinson Road, FTSE Room Level 9, Capital Tower, Singapore 068912 on 9 December 2015 at 10.30 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

All capitalised terms in the resolution below and defined in the Circular dated 23 November 2015 to the shareholders of the Company (the “**Circular**”) shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.

#### **ORDINARY RESOLUTION – PROPOSED CHANGE OF AUDITORS**

Resolved that:

- (a) the resignation of Mazars LLP as auditors of the Company be and is hereby accepted and that Ernst & Young LLP be and is hereby appointed auditors of the Company in place of Mazars LLP, to hold office until the conclusion of the next annual general meeting of the Company, at such remuneration and on such terms to be agreed between the Directors and Ernst & Young LLP; and
- (b) the Directors or any of them be and is hereby authorised to do, exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this resolution as they or he may think fit.

#### **BY ORDER OF THE BOARD**

Mr Zang Jianjun  
Executive Chairman

23 November 2015

#### **Notes:**

1. Any person who holds Shares through The Central Depository (Pte) Limited and whose name appears in the Depository Register (as defined in Section 130A of the Companies Act (Chapter 50) of Singapore) shall be referred herein as the “**Depositor**”.
2. For a Depositor which is a corporation and whose name appears in the Depository Register as at a time not earlier than forty-eight (48) hours prior to the time of the Special General Meeting, if it wishes to attend and vote at the Special General Meeting as CDP’s proxy, such Depositor must nominate a person or two persons to attend and vote at the Special General Meeting as CDP’s proxy by completing the Depositor Proxy Form (in accordance with the instructions thereto) and depositing the duly completed Depositor Proxy Form at the registered office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, Singapore Land Tower, #32-01, Singapore 048623, at least forty-eight (48) hours before the time of the Special General Meeting. Each appointee must be a natural person but need not be a member of the Company.
3. For a Depositor who is a natural person and whose name appears in the Depository Register as at a time not earlier than forty-eight (48) hours prior to the time of the Special General Meeting, he need not complete and submit the Depositor Proxy Form if he is attending the Special General Meeting in person as CDP’s proxy. However, if he is unable to attend the Special General Meeting in person but wishes to be represented at the Special General Meeting, he must nominate a person or two person to attend and vote at the Special General Meeting as CDP’s proxy by completing the Depositor Proxy Form (in accordance with the instructions thereto) and deposit the duly completed Depositor Proxy Form at the registered office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, Singapore Land Tower, #32-01, Singapore 048623, at least forty-eight (48) hours before the time of the Special General Meeting. Each appointee must be a natural person but need not be a member of the Company.

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## NOTICE OF SPECIAL GENERAL MEETING

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4. If a Shareholder (who or which holds Shares in his/its own name) wishes to appoint a proxy/proxies, then the Shareholder Proxy Form must be completed (in accordance with the instructions thereto) and deposited at the registered office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, Singapore Land Tower, #32-01, Singapore 048623, at least forty-eight (48) hours before the time of the Special General Meeting.
5. The Company shall be entitled to reject any Depositor Proxy Form or Shareholder Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Depositor Proxy Form or Shareholder Proxy Form, as the case may be. In addition, in the case of shares entered into the Depository Register, the Company may reject a Depositor Proxy Form if the Depositor (being the appointor) is not shown to have Shares entered against his/its name in the Depository Register as at forty-eight (48) hours before the time appointed for holding the Special General Meeting, as certified by The Central Depository (Pte) Limited to the Company.
6. Personal Data Privacy: By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Special General Meeting and/or any adjournment thereof or by attending the Special 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 Special General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Special 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 Special General Meeting and/or any 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.