AA GROUP HOLDINGS LTD.

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

ADDENDUM TO THE CIRCULAR DATED 7 APRIL 2020

The Company refers to the Circular dated 7 April 2020 in relation to the Proposed Adoption of the New Constitution and the Proposed Change of Name of Company from "AA Group Holdings Ltd." to "HGH Holdings Ltd." ("**Circular**"), and wishes to provide the following (i) amendment, (ii) additional disclosure, and (iii) additional information as follows:-

(i) Amendment (underlined for emphasis) has been made to Note (e) of Notice of EGM and Note 4 of Proxy Form, which reads:-

> The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 60 Benoi Road #03-02 Singapore 629906, or email to info@aagroupholdings.com not less than ~~seventy-two (72)~~ 48 hours before the time fixed for the EGM.

(ii) Additional disclosure (in italic for emphasis) has been added to the Notice of EGM, which reads: -

IMPORTANT NOTICE OF EGM

As the COVID-19 situation continues to evolve, the Company is closely monitoring the situation, including any precautionary measures which may be required or recommended by government agencies to minimise the risk of spread of COVID-19. To comply with the guidelines issued by Ministry of Health ("MOH"), the Company reserves the right to take appropriate measures to minimise the risk of Shareholders and others attending by limiting the number of attendees in the EGM. During the EGM, the Company will duly comply with measures provided by MOH, by no means exhaustive, safe distancing, conducting temperature checks, refusal of entry of attendees exhibiting fever or flu-like symptoms, and requiring the signing of health declaration forms (which may also be used for the purposes of contact tracing, if required).

Mandatory Pre-Registration of Attendance

- *On 27 March 2020, MOH has set out the Infectious Diseases (Measures to Prevent Spread of COVID-19) Regulations 2020 to prohibit certain activities and events (e.g. conventions), limit attendance for non-prohibited events to 10 individuals, and impose safe distancing measures for non-prohibited events held in public places.*

- *In order to restrict the number of attendees, Shareholders who would still like to attend the EGM in person, or appoint proxies to attend the EGM in person on their behalf, have to pre-register with the Company via email (please pre-register at info@aagroupholdings.com). After verification by the Company, authenticated shareholders (or their proxies) who can attend the EGM will receive an email confirmation of attendance before the EGM. On the day of the EGM, shareholders (or their proxies) who had registered online are required to bring their original NRIC/ passport and email confirmation and register their attendance at the EGM venue. Shareholders (or their proxies) who do not have the email confirmation will not be allowed entry into the EGM venue.*

- *Pre-registration of attendance is on a "first come first served" basis. Once the limit on the number of attendees who can attend our EGM in person is reached, shareholders will not be able to pre-register their (or their proxies') attendance. Shareholders who are not able to pre-register their (or their proxies') attendance are encouraged to register to watch the live webcast.*

ACRA, MAS and SGX RegCo Update Guidance on General Meetings

On 31 March 2020, a joint statement was issued by Accounting and Corporate Regulatory Authority ("ACRA"), Monetary Authority of Singapore ("MAS") and Singapore Exchange Regulation ("SGX RegCo") entitled "ACRA, MAS and SGX RegCo update guidance on general meetings" which provides guidance to issuers that choose to proceed with general meetings before 30 April 2020, to be able to do so by, amongst others, providing opportunities for shareholders to ask questions, the meeting to be shown by "live" webcast and allowing proxy voting.

Accordingly, the Company has adopted the foregoing guidance and strongly advise Shareholders to refrain from attending the EGM physically by attending the EGM's proceeding via the Company's live webcast and voting via proxy. *To do so, please complete the following steps:*

1. Proxy Voting

Shareholders are encouraged to appoint the Chairman as your proxy to vote on your behalf by completing the proxy form attached to the Notice of EGM.

Shareholder can either choose to submit the completed and signed proxy form by:

(i) Depositing it at the registered office of the Company at 60 Benoi Road #03-02 Singapore 629906, or

(ii) Email it to info@aagroupholdings.com,
not less than 48 hours before the time appointed for holding the EGM of the Company. Any incomplete proxy forms will be rejected by the Company.

For CPF or SRS investors who wish to appoint the chairperson as their proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM.

2. Live Webcast

Shareholders who wish to participate the AEGM via webcast must email their full name, NRIC/Passport No./Company Registration No. and address to info@aagroupholdings.com not less than 72 hours before the time appointed for the EGM to be held on 29th April 2020.

3. Shareholders' Queries and Answers (Q&A)

If Shareholders have any questions in relation to any item of the Agenda of the EGM, Shareholders may send their queries in advance, before 20th April 2020, via email to info@aagroupholdings.com.

The Company will endeavour to upload the Company's responses to substantial queries from Shareholders on the SGXNET by 23rd April 2020. Any subsequent queries after 23rd April 2020, will be addressed during the EGM.

The Company will closely monitor the situation and reserves the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the attendees of the EGM. Any material developments will be announced on the SGXNET.

The Company apologise for any inconvenience caused and seek the understanding and cooperation of all Shareholders to minimise the risk of community spread of the COVID-19. The Company, Group, officers and employees shall have no liability whatsoever to shareholders, their proxies, corporate representatives or any other attendees arising out of or in connection with any of them being infected or suspected of being infected with COVID-19 or suffering any losses arising out of or in connection with attendance at the EGM of the Company and/or the Company taking precautionary measures at the Company's discretion in response to the COVID-19 situation.

(iii) Additional information (in italics for emphasis) has been added to the Proxy Form, which reads:-

IMPORTANT NOTICE OF EGM

Mandatory Pre-Registration of Attendance

As the COVID-19 situation continue to evolve and in order to restrict the number of attendees, shareholders who would still like to attend the EGM in person, or appoint proxies to attend the EGM in person on their behalf, have to pre-register with the Company via email (please pre-register at info@aagroupholdings.com). Accordingly, the Company has adopted the relevant measures and guidance from the authorities and ***strongly advise Shareholders to refrain from attending the EGM physically by attending the EGM's proceeding via the Company's live webcast and voting via proxy.***

Shareholders are encouraged to appoint the Chairman as your proxy to vote on your behalf by completing this proxy form.

For further details, please refer to the Notice of EGM.

The duly updated Notice of EGM and Proxy Form are attached herewith to ease your reference and necessary action.

The Company apologise for any inconvenience caused and seek the understanding and cooperation of all Shareholders to minimise the risk of community spread of the COVID-19. The Company, Group, officers and employees shall have no liability whatsoever to shareholders, their proxies, corporate representatives or any other attendees arising out of or in connection with any of them being infected or suspected of being infected with COVID-19 or suffering any losses arising out of or in connection with attendance at the EGM of the Company and/or the Company taking precautionary measures at the Company's discretion in response to the COVID-19 situation.

Your faithfully
For and on behalf of
AA Group Holdings Ltd.

NG CHUAN HENG
Chairman and Non-Executive Director

AA GROUP HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200412064D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of AA Group Holdings Ltd. (the **"Company"**) will be held at 60 Benoi Road, #03-02, Singapore 629906 on 29 April 2020 at 10.00 a.m. (or as soon as practicable thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 9.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without any amendments, the following resolution, which will be proposed as a Special Resolution:

*Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 7 April 2020 issued by the Company. (the "**Circular**").*

AS SPECIAL RESOLUTION

(1) **THE PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY**

That:

(a) the proposed adoption of the New Constitution of the Company in the manner and to the extent set out in the Circular to Shareholders dated 7 April 2020 be and is hereby approved; and

(b) the Directors of the Company and/or any of them be and are/is hereby authorised to complete and to do all such acts and things (including executing such documents as may be required) as they and/or each of them may consider desirable, necessary or expedient to give effect to this Special Resolution.

(2) **THE PROPOSED CHANGE OF NAME OF THE COMPANY**

That:

(a) approval be and is hereby given for the name of the Company "AA Group Holdings Ltd." to be changed to "HGH Holdings Ltd." and that the name "AA Group Holdings Ltd." be substituted with "HGH Holdings Ltd." whenever the former appears in the Constitution of the Company; and

(b) the Directors of the Company and/or any of them be and are/is hereby authorised to complete and to do all such acts and things (including executing such documents as may be required) as they and/or each of them may consider desirable, necessary or expedient to give effect to this Special Resolution.

By Order of the Board

NG CHUAN HENG
Chairman and Non-Executive Director
7 April 2020

Notes:

(a) A member entitled to attend and vote at the Extraordinary General Meeting ("**EGM**") is entitled to appoint a proxy or proxies (not more than two (2)) to attend and vote on his/her behalf. A proxy need not be a member of the Company. Where a shareholder appoints two (2) proxies, he must specify the proportion of his shareholdings percentage to be represented by each proxy.

(b) A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend and vote at the EGM. Where such member appoints two (2) proxies, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be presented by each proxy in the instrument appointing a proxy or proxies.

(c) A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies. A proxy need not to be a member of the Company.

"**Relevant Intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

(d) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

(e) The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 60 Benoi Road #03-02 Singapore 629906, or email to info@aagroupholdings.com not less than 48 hours before the time fixed for the EGM.

(f) An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") (as may be applicable) may attend and cast his/her vote(s) at the EGM in person. CPF and SRS Investors who are unable to attend the EGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the EGM.

IMPORTANT NOTICE OF EGM

As the COVID-19 situation continues to evolve, the Company is closely monitoring the situation, including any precautionary measures which may be required or recommended by government agencies to minimise the risk of spread of COVID-19. To comply with the guidelines issued by Ministry of Health ("MOH"), the Company reserves the right to take appropriate measures to minimise the risk of Shareholders and others attending by limiting the number of attendees in the EGM. During the EGM, the Company will duly comply with measures provided by MOH, by no means exhaustive, safe distancing, conducting temperature checks, refusal of entry of attendees exhibiting fever or flu-like symptoms, and requiring the signing of health declaration forms (which may also be used for the purposes of contact tracing, if required).

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- In order to restrict the number of attendees, Shareholders who would still like to attend the EGM in person, or appoint proxies to attend the EGM in person on their behalf, have to pre-register with the Company via email (please pre-register at info@aagroupholdings.com). After verification by the Company, authenticated shareholders (or their proxies) who can attend the EGM will receive an email confirmation of attendance before the EGM. On the day of the EGM, shareholders (or their proxies) who had registered online are required to bring their original NRIC/ passport and email confirmation and register their attendance at the EGM venue. Shareholders (or their proxies) who do not have the email confirmation will not be allowed entry into the EGM venue.

- Pre-registration of attendance is on a "first come first served" basis. Once the limit on the number of attendees who can attend our EGM in person is reached, shareholders will not be able to pre-register their (or their proxies') attendance. Shareholders who are not able to pre-register their (or their proxies') attendance are encouraged to register to watch the live webcast.

ACRA, MAS and SGX RegCo Update Guidance on General Meetings

On 31 March 2020, a joint statement was issued by Accounting and Corporate Regulatory Authority ("ACRA"), Monetary Authority of Singapore ("MAS") and Singapore Exchange Regulation ("SGX RegCo") entitled "ACRA, MAS and SGX RegCo update guidance on general meetings" which provides guidance to issuers that choose to proceed with general meetings before 30 April 2020, to be able to do so by, amongst others, providing opportunities for shareholders to ask questions, the meeting to be shown by "live" webcast and allowing proxy voting.

Accordingly, the Company has adopted the foregoing guidance and strongly advise Shareholders to refrain from attending the EGM physically by attending the EGM's proceeding via the Company's live webcast and voting via proxy. To do so, please complete the following steps:

1. Proxy Voting

Shareholders are encouraged to appoint the Chairman as your proxy to vote on your behalf by completing the proxy form attached to the Notice of EGM.

Shareholder can either choose to submit the completed and signed proxy form by:

(i) Depositing it at the registered office of the Company at 60 Benoi Road #03-02 Singapore 629906, or

(ii) Email it to info@aagroupholdings.com,
not less than 48 hours before the time appointed for holding the EGM of the Company. Any incomplete proxy forms will be rejected by the Company.

For CPF or SRS investors who wish to appoint the chairperson as their proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM.

2. Live Webcast

Shareholders who wish to participate the EGM via webcast must email their full name, NRIC/Passport No./Company Registration No. and address to info@aagroupholdings.com not less than 72 hours before the time appointed for the EGM to be held on 29th April 2020.

3. Shareholders' Queries and Answers (Q&A)

If Shareholders have any questions in relation to any item of the Agenda of the EGM, Shareholders may send their queries in advance, before 20th April 2020, via email to info@aagroupholdings.com.

The Company will endeavour to upload the Company's responses to substantial queries from Shareholders on the SGXNET by 23rd April 2020. Any subsequent queries after 23rd April 2020, will be addressed during the EGM.

The Company will closely monitor the situation and reserves the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the attendees of the EGM. Any material developments will be announced on the SGXNET.

The Company apologise for any inconvenience caused and seek the understanding and cooperation of all Shareholders to minimise the risk of community spread of the COVID-19. The Company, Group, officers and employees shall have no liability whatsoever to shareholders, their proxies, corporate representatives or any other attendees arising out of or in connection with any of them being infected or suspected of being infected with COVID-19 or suffering any losses arising out of or in connection with attendance at the EGM of the Company and/or the Company taking precautionary measures at the Company's discretion in response to the COVID-19 situation.

Personal Data Privacy:

By submitting a proxy form 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 and its proxy(ies)'s or representative(s)'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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (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. The member's personal data and its proxy(ies)'s and/or representative(s)'s personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes. Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company and/or its proxy(ies) or representative(s) (such as his/her name, his/her presence at the EGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

*This Notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**").This Notice 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 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. David Yeong (Tel: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.

AA GROUP HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200412064D)

IMPORTANT:

1. For investors who have used their CPF monies ("**CPF Investors**") and/or SRS monies ("**SRS Investors**") to buy shares in the capital of AA Group Holdings Ltd., this Circular is forwarded to them at the request of their CPF and/or SRS Approved Nominees and is sent solely **FOR INFORMATION ONLY**.
2. This Proxy Form is not valid for use by CPF Investors and SRS Investors and shall be ineffective for all intents and purpose if used or purported to be used by them.
3. CPF Investors and SRS Investors who wish to attend the EGM as OBSERVERS have to submit their request through their respective Agent Banks/SRS Operators so that their Agent Banks/SRS Operators may register, in the required format, with AA Group Holdings Ltd.

PROXY FORM
EXTRAORDINARY GENERAL MEETING

I/We, _____ (Name) _____ (*NRIC/Passport/Company Number)

of _____ (Address)

being a member/members of **AA Group Holdings Ltd.** (the "**Company**"), hereby appoint:

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No. of Shares	%
Address:			

*and/or (delete as appropriate)

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No. of Shares	%
Address:			

or failing *him/her, the Chairman of the Extraordinary General Meeting (the "**EGM**") as *my/our proxy/proxies to vote for *me/us on *my/our behalf at the EGM of the Company to be held at 60 Benoi Road, #03-02, Singapore 629906 on 29 April 2020 at 10.00 a.m. (or as soon as practicable thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 9.00 a.m. on the same day and at the same place) and at any adjournment thereof. *I/We direct *my/our *proxy/proxies to vote for or against the Resolutions proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the *proxy/proxies will vote or abstain from voting at *his/her/their discretion, as he/they will on any other matter arising at the EGM.

* **Delete accordingly**

No.	Special Resolution Relating to:	For**	Against**
1	To approve the proposed adoption of the New Constitution of the Company		
2	To approve the proposed change of name of the Company		

** *If you wish to exercise all your votes "**For**" or "**Against**", please indicate your vote "**For**" or "**Against**" with "**X**" within the box provided. Alternatively, please indicate the number of votes as appropriate*

Dated this _____ day of _____ 2020.

Total Number of Shares in	Number of Shares
(a) CDP Register	
(b) Register of Members	
TOTAL	

_____

Signature(s)/Common Seal of Member(s)
*Delete where inapplicable

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

1. Please insert the total number of shares held by you. If you have Shares registered in your name in the Depository Register (as defined in Section 81SF of the Securities and Future Act, Chapter 289 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Share entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.

2. (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member's form of proxy appoints more than one (1) proxy, the proportion of his/her shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

   (b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

   "**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

3. A proxy need not be a member of the Company.

4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 60 Benoi Road, #03-02, Singapore 629906, or email to info@aagroupholdings.com not less than 48 hours before the time set for the EGM.

5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorized officer.

6. Where an instrument appointing a proxy or proxies is signed on behalf of the appoint or by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

8. The submission of an instrument or form appointing a proxy by a member of the Company does not preclude him/her from attending and voting in person at the EGM if he is able to do so.

9. An investor who buys shares using CPF monies ("**CPF Investor**") and/or SRS monies ("**SRS Investor**") (as may be applicable) may attend and cast his/her vote(s) at the EGM in person. CPF and SRS Investors who are unable to attend the EGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the EGM.

IMPORTANT NOTICE OF EGM

Mandatory Pre-Registration of Attendance

As the COVID-19 situation continue to evolve and in order to restrict the number of attendees, shareholders who would still like to attend the EGM in person, or appoint proxies to attend the EGM in person on their behalf, have to pre-register with the Company via email (please pre-register at info@aagroupholdings.com).

Accordingly, the Company has adopted the relevant measures and guidance from the authorities and strongly advise Shareholders to refrain from attending the EGM physically by attending the EGM's proceeding via the Company's live webcast and voting via proxy.

Shareholders are encouraged to appoint the Chairman as your proxy to vote on your behalf by completing this proxy form.

For further details, please refer to the Notice of EGM.

General:

The Company shall be entitled to reject an instrument of proxy which 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 instrument of proxy. In addition, in the case of members of the Company whose shares are entered against their name in the Depository Register, the Company may reject an instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PROTECTION ACT CONSENT

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 7 April 2020.