AsiaPhos Limited
亚化集团有限公司
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CONDUCT OF ANNUAL GENERAL MEETING TO BE HELD ON 8 MAY 2020 AT 2.30PM

1. BACKGROUND: AsiaPhos Limited (the "**Company**") refers to:

(a) the Notice of Annual General Meeting dated 15 April 2020 (the "**Notice of AGM**") (to convene the Annual General Meeting of the Company (the "**AGM**") to be held at Edelweiss Room (Level 3), Aperia, 10 Kallang Avenue, Singapore 339510 on 8 May 2020 at 2.30pm;

(b) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means; and

(c) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**") which was gazetted on 13 April 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies. On the same day, the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation issued a news release which contained a checklist to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place.

2. DATE, TIME AND CONDUCT OF AGM

The Board wishes to announce that the AGM will be convened and held **partly by way of electronic means at 2.30pm on 8 May 2020** to transact the business set out in the Notice of AGM.

Our Board Chairman, Mr Goh Yeow Tin and our Chief Executive Officer and Executive Director, Dr Ong Hian Eng, will conduct the proceedings of the AGM and address substantial and relevant questions which shareholders have submitted in advance.

The Company will also endeavour to address follow-up questions from shareholders raised during the AGM proceedings. (***Please use the 'raise hand' function within Webex (the audio-visual platform) to type your questions.***)

SHAREHOLDERS WILL NOT BE ABLE TO ATTEND THE AGM IN PERSON.

SHAREHOLDERS WILL BE TO ATTEND THE AGM BY OBSERVING AND/OR LISTENING TO THE PROCEEDINGS OF THE AGM THROUGH EITHER LIVE AUDIO-VISUAL WEBCAST OR LIVE AUDIO-ONLY STREAM (VIA CISCO 'WEBEX MEETINGS' WEBCASTING LINK).

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3. PRE-REGISTRATION FOR LIVE AUDIO-VISUAL WEBCAST AND LIVE AUDIO-ONLY STREAM

Shareholders will be able to watch the AGM proceedings through a live audio-visual webcast via their mobile phones, tablets or computers or listen to these proceedings through a live audio-only stream via telephone.

In order to do so, shareholders must pre-register at the website at the URL https://bit.ly/asiaphos by **2.30pm on 5 May 2020** to enable the Company to verify their status as shareholders. Following the verification, authenticated shareholders will receive an email by 9am on 7 May 2020.

The email will contain user ID and password, as well as the details to access the live audio-video webcast and live audio-only stream of the AGM proceedings.

Shareholders who have registered by 2.30pm on 5 May 2020 but have not received the email by 9am on 7 May 2020, should contact the Company's Investor Relations team via website enquiry at the URL http://asiaphos.com/contact.php, or by telephone at 62923119, or by email to cosec@asiaphos.com.

- **For Corporations**: Corporations must authorise its corporate representative by way of certificate of appointment of corporate representative. The authorised corporate representative must pre-register by following the steps set out above under this paragraph.

- **For Shareholders through Relevant Intermediaries**: Investors who hold their shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore ("**Relevant Intermediaries**") and who wish to attend the AGM should approach their respective Relevant Intermediaries to indicate their intention to attend the AGM by **9am on 27 April 2020** in order to allow sufficient time for their respective Relevant Intermediaries to pre-register on their behalf by **2.30pm on 5 May 2020**.

- **For Relevant Intermediaries**: Relevant Intermediaries shall provide to the Company a list of attendees ("**Attendees**") and relevant information that pertain to the Attendees.

  Relevant Intermediaries shall also inform all Attendees to pre-register by following the steps set out above under this paragraph.

4. SUBMISSION OF QUESTIONS IN ADVANCE

Shareholders who pre-register to watch the live audio-visual broadcast or listen to the live audio-only stream may also submit questions related to the resolutions to be tabled for approval at the AGM:

- All questions must be submitted by **2.30pm on 5 May 2020**:
  - via the pre-registration website at the URL https://bit.ly/asiaphos; or

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– by email to the Company, via Company's website Enquiry Form with the URL http://asiaphos.com/contact.php.

When sending in their questions by email, shareholders are also required to provide the following details:

- full name;
- address; and
- the manner in which the shares in the Company are held (e.g., via CDP or SRS).

Shareholders who hold their shares through Relevant Intermediaries and who wish to submit questions should approach their respective Relevant Intermediaries to submit their questions by **9am on 27 April 2020** in order to allow sufficient time for their respective Relevant Intermediaries to submit their questions on their behalf by **2.30pm on 5 May 2020**.

The Company will address substantial questions relating to the resolutions to be tabled for approval at the AGM as received from shareholders either before or during the AGM.

The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNET and the Company's website, and the minutes will include the responses to the questions referred to above.

5. PROXY VOTING

As the Company's constitution does not allow online voting, shareholders will not be able to vote online on the resolutions to be tabled for approval at the AGM. Instead, if shareholders (whether individual or corporate) wish to exercise their votes, they must submit a proxy form to appoint the Chairman of the AGM to vote on their behalf:

Where shareholders (whether individual or corporate) appoint the Chairman of the AGM as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

- The proxy form can be submitted to the Company in hard copy form or by email:

  – If sent by post, the proxy form must be lodged at the registered office of the Company at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, **Attention: Share Registrar of AsiaPhos Limited**; or

  - if by email, the proxy form must be received by the Company at cosec@asiaphos.com.

in either case, at least 48 hours before the time for holding the AGM.

Shareholders who hold their shares through Relevant Intermediaries (including SRS Investors) and who wish to vote by appointing the Chairman of AGM as proxy should approach their respective Relevant Intermediaries to indicate their intention to vote by **9am on 27 April 2020** in order to allow sufficient time for their respective Relevant Intermediaries to submit their votes on their behalf by **2.30pm on 6 May 2020**.

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In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

6. NOTICE OF AGM AND PROXY FORM ("ORIGINAL PROXY FORM")

In view of the above, shareholders are to note that the information under the sections titled "Notes" and "Precautionary Measures at the AGM" of the Notice of AGM are no longer relevant and should be diregarded.

Shareholders are also to note that the personal data privacy statement in the Notice of AGM is to be disregarded and replaced by the personal data privacy statement in the new proxy form, which will replace the Original Proxy Form.

In line with the provisions under the Order, no printed copies of the new proxy form will be despatched to shareholders. A copy of the new proxy form has been uploaded on SGXNET today and may be found at the URL https://www.sgx.com/securities/company-announcements, and is also available on the Company's website at the URL https://www.http://www.asiaphos.com/announcements.php.

7. FURTHER INFORMATION

Shareholders who wish to remotely observe the AGM proceedings are reminded that the AGM is private. **Invitation to shareholder to attend the AGM via** audio-visual webcast and audio-only stream **shall not be forwarded to anyone who is not a shareholder of the Company** or who is not authorised to attend the AGM. **RECORDING OF THE AGM PROCEEDINGS in whatever form is also STRICTLY PROHIBITED.**

The Company seeks shareholders' patience and understanding during the AGM proceedings in the event of any technical disruptions.

IMPORTANT REMINDER:

The Company would like to remind shareholders that, with the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Shareholders should check the Company's website at the URL http://asiaphos.com and the SGXNET website at the URL https://www.sgx.com/securities/company-announcements.

The Board wishes to thank shareholders for their kind support.

BY ORDER OF THE BOARD

Dr. Ong Hian Eng
Executive Director
AsiaPhos Limited
24 April 2020

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*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), Asian Corporate Advisors Pte. Ltd., in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited ("**Exchange**") Listing Manual Section B: Rules of Catalist for compliance with the relevant rules of the Exchange. The Sponsor has not independently verified the contents of this announcement including the correctness of any of the figures used, statements or opinions made.*

This announcement has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this announcement 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. Liau H.K..
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