

**CIRCULAR DATED 10 JANUARY 2025**

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

**IF YOU ARE IN DOUBT ABOUT THE CONTENTS OF THIS CIRCULAR OR THE ACTION THAT YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER(S) IMMEDIATELY.**

*Unless otherwise defined, capitalised terms appearing on the cover of this Circular bear the same meanings ascribed to them in the section entitled "Definitions" of this Circular.*

If you have sold or transferred all your Shares in the capital of CFM Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") held through The Central Depository (Pte) Limited ("**CDP**"), you need not forward this Circular with the Notice of Extraordinary General Meeting ("**EGM**") and the attached Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular with the Notice of EGM and the attached Proxy Form to be sent to the purchaser or transferee. If you have sold or transferred all your Shares represented by physical share certificate(s), you should at once hand this Circular with the Notice of EGM and the attached Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Novus Corporate Finance Pte. Ltd. (the "**Sponsor**") in accordance with Rule 226(2)(b) of the Catalist Rules. This Circular 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 Circular, including the correctness of any statements or opinions made, or reports contained in this Circular.

The contact person for the Sponsor is Ms. Lin Huiying, Head of Continuing Sponsorship, who can be contacted at 7 Temasek Boulevard, #04-02 Suntec Tower 1, Singapore 038987, telephone: +65 6950 2188.



**CFM HOLDINGS LIMITED**  
(Company Registration No. 200003708R)  
(Incorporated in the Republic of Singapore)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE REQUISITION FOR A MEETING OF THE SHAREHOLDERS PURSUANT TO SECTION 176(1) OF THE COMPANIES ACT 1967 OF SINGAPORE, FOR:**

- (1) THE PROPOSED REMOVAL OF MR. CHIA SENG HEE AS AN INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM;**
- (2) THE PROPOSED APPOINTMENT OF MR. LIM CHI YUIN, CLARENCE AS AN INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM;**
- (3) THE PROPOSED APPOINTMENT OF MS. LIN SIJIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM; AND**
- (4) THE PROPOSED APPOINTMENT OF MR. ABDUL KHAIR BIN ABDUL JABAR AS THE LEAD INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM.**

**IMPORTANT DATES AND TIMES:**

Last date and time for lodgement of Proxy Form : 8 February 2025 at 10:00 a.m.

Date and time of EGM : 10 February 2025 at 10:00 a.m.

Place of EGM : 293 Lor 6 Toa Payoh, SAFRA Toa Payoh, Reef Room, Level 3, Singapore 319387

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## DEFINITIONS

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

<b>“Audit Committee”</b>	:	the audit committee established by the Board
<b>“Board”</b>	:	the board of Directors of the Company as at the date of this Circular or from time to time, as the case may be
<b>“Board Committees”</b>	:	the Nominating Committee, Remuneration Committee and Audit Committee
<b>“Catalist”</b>	:	the Catalist board, a sponsor-supervised board of the SGX-ST
<b>“Catalist Rules”</b>	:	the SGX-ST Listing Manual Section B: Rules of Catalist, as amended, supplemented or modified from time to time
<b>“CDP”</b>	:	the Central Depository (Pte) Limited
<b>“Chairman”</b>	:	the Chairman of the Board or the relevant Board Committees of the Company as at the relevant time
<b>“Circular”</b>	:	this circular to Shareholders dated 10 January 2025
<b>“Code of Corporate Governance”</b>	:	the Code of Corporate Governance 2018, as amended, supplemented or modified from time to time
<b>“Constitution”</b>	:	the Constitution of the Company
<b>“Companies Act”</b>	:	the Companies Act 1967 of Singapore, as amended, supplemented or modified from time to time
<b>“Company”</b>	:	CFM Holdings Limited
<b>“CPF”</b>	:	the Central Provident Fund
<b>“Directors”</b>	:	the directors of the Company as at the date of this Circular or from time to time, as the case may be
<b>“EGM”</b>	:	The extraordinary general meeting of the Company to be held at 293 Lor 6 Toa Payoh, SAFRA Toa Payoh, Reef Room, Level 3, Singapore 319387 on 10 February 2025 at 10:00 a.m.
<b>“ESG”</b>	:	Environmental, Social and Governance
<b>“Executive Directors”</b>	:	the executive Directors of the Company as at the date of this Circular or from time to time, as the case may be
<b>“Group”</b>	:	the Company and its subsidiaries
<b>“Independent Directors”</b>	:	the independent Directors of the Company as at the date of this Circular or from time to time, as the case may be
<b>“Nominating Committee”</b>	:	the nominating committee established by the Board
<b>“Notice of EGM”</b>	:	the notice of EGM as set out on pages N-1 to N-4 of this Circular. The Notice of EGM shall also be published on the SGXNET and the Company’s website

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## DEFINITIONS

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<b>“Ordinary Resolutions”</b>	:	the ordinary resolutions set out in the Notice of EGM and <b>“Ordinary Resolution”</b> shall be construed accordingly
<b>“Proposed New Independent Directors”</b>	:	the persons proposed to be appointed as the new Independent Directors in the Requisition Notice, namely: (a) Mr. Lim Chi Yui, Clarence; (b) Ms. Lin Sijia; and (c) Mr. Abdul Khair bin Abdul Jabar
<b>“Proxy Form”</b>	:	the proxy form set out on page P-1 of this Circular. The Proxy Form shall also be published on the SGXNET and the Company’s website
<b>“Remuneration Committee”</b>	:	the remuneration committee established by the Board
<b>“Requisition Notice”</b>	:	the notice of requisition dated 10 December 2024 received by the Company from the Requisitioning Shareholders, as referenced in the Company’s announcement on SGXNET dated 10 December 2024. A copy of the Requisition Notice is set out in the Appendix to this Circular
<b>“Requisitioning Shareholders”</b>	:	Mr. Ip Kwok Wing and Mdm. Lim Fong Li Janet
<b>“Securities Accounts”</b>	:	the securities accounts maintained by Depositors with CDP, but not including the securities accounts maintained with a Depository Agent
<b>“SFA”</b>	:	the Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
<b>“SGXNET”</b>	:	Singapore Exchange Network, a system network used by listed companies in sending information and announcements to the SGX-ST or any other system networks prescribed by the SGX-ST
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited
<b>“Shares”</b>	:	ordinary shares in the capital of the Company and <b>“Share”</b> shall be construed accordingly
<b>“Shareholders”</b>	:	registered holder(s) of Shares in the register of members of the Company, except where the registered holder is CDP, in which case the term <b>“Shareholders”</b> shall, in relation to such Shares, mean the Depositors who have Shares entered against their name in the Depository Register of CDP. Any reference to Shares held by or shareholdings of Shareholders shall include Shares standing to the credit of their respective Securities Accounts
<b>“Sponsor”</b>	:	the sponsor of the Company, Novus Corporate Finance Pte. Ltd.
<b>“SRS”</b>	:	the Supplementary Retirement Scheme
<b>“SRS Investors”</b>	:	investors who hold Shares under the SRS, and each a <b>“SRS Investor”</b>
<b>“SRS Operators”</b>	:	agent banks approved by CPF under the SRS, and each a <b>“SRS Operator”</b>
<b>“S\$”</b>	:	Singapore dollars, being the lawful currency of Singapore

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## DEFINITIONS

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Unless the context otherwise requires:

- (a) the terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the same meanings ascribed to them respectively in Section 81SF of the SFA;
- (b) the term “**subsidiary**” shall have the meanings ascribed to them respectively in Section 5 of the Companies Act;
- (c) 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. Unless the context otherwise requires, any references to persons shall include individuals, corporate bodies (wherever incorporated), unincorporated associations and partnerships;
- (d) 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 SFA, the Catalist Rules or any statutory or regulatory modification thereof and not otherwise defined in this Circular shall, where applicable, have the same meaning ascribed to it under the Companies Act, the SFA, the Catalist Rules or such modification thereof, as the case may be, unless the context otherwise requires;
- (e) any reference to a time of a day in this Circular shall be a reference to Singapore time unless otherwise stated;
- (f) any discrepancies between the figures listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them; and
- (g) the headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

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## LETTER TO SHAREHOLDERS

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**CFM HOLDINGS LIMITED**  
(Company Registration No. 200003708R)  
(Incorporated in the Republic of Singapore)

**Directors:**

Mr. Ip Kwok Wing (Executive Chairman)  
Mdm. Lim Fong Li Janet (Executive Director and Chief Executive Officer)  
Mr. Chia Seng Hee (Lead Independent Director)

**Registered Office:**

3 Ang Mo Kio Street 62  
#05-16, Link@AMK  
Singapore 569139

**10 January 2025**

To: The Shareholders of the Company

Dear Sir/Madam,

**THE REQUISITION FOR A MEETING OF THE SHAREHOLDERS PURSUANT TO SECTION 176(1) OF THE COMPANIES ACT 1967 OF SINGAPORE, FOR:**

- (1) **THE PROPOSED REMOVAL OF MR. CHIA SENG HEE AS AN INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM;**
- (2) **THE PROPOSED APPOINTMENT OF MR. LIM CHI YUIN, CLARENCE AS AN INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM;**
- (3) **THE PROPOSED APPOINTMENT OF MS. LIN SIJIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM; AND**
- (4) **PROPOSED APPOINTMENT OF MR. ABDUL KHAIR BIN ABDUL JABAR AS THE LEAD INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM.**

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### 1. INTRODUCTION

- 1.1 On 10 December 2024, the Company announced that it had, on the same date, received the Requisition Notice from the Requisitioning Shareholders, Mr. Ip Kwok Wing and Mdm. Lim Fong Li Janet calling for the convening of an EGM pursuant to Section 176(1) of the Companies Act to seek Shareholders' approval for, amongst others, the removal of Mr. Chia Seng Hee as an Independent Director of the Company, and the appointment of: (a) Mr. Lim Chi Yuin, Clarence; (b) Ms. Lin Sijia; and (c) Mr. Abdul Khair bin Abdul Jabar as Independent Directors of the Company with effect from the date of the EGM.
- 1.2 As stated in the Company's announcement on 10 December 2024, the Requisitioning Shareholders, who are also Executive Directors of the Company, hold in aggregate 135,920,450 shares in the Company and collectively represent not less than 10.0% of the total number of paid-up Shares as at the date of the Requisition Notice.
- 1.3 Accordingly, in compliance with Section 176(1) of the Companies Act, the Company will convene the EGM by way of a physical meeting to be held at 293 Lor 6 Toa Payoh, SAFRA Toa Payoh, Reef Room, Level 3, Singapore 319387 on 10 February 2025 at 10:00 a.m. to consider and seek the Shareholders' votes on the proposed Ordinary Resolutions which shall be tabled at the EGM.

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## LETTER TO SHAREHOLDERS

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1.4 Icon Law LLC has been appointed as the legal adviser to the Company in relation to the preparation of this Circular.

1.5 The SGX-ST does not assume any responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any statements or opinions made or reports contained in this Circular (if any).

### 1.6 Purpose of this Circular

The purpose of this Circular is to provide the Shareholders with relevant information, to seek the Shareholders' approval, and for the benefit of the Shareholders to make an informed decision in relation to the Ordinary Resolutions to be tabled at the EGM. The Notice of EGM is set out on pages N-1 to N-4 of this Circular.

## 2. THE REQUISITION

2.1 Pursuant to the Requisition Notice, the following Ordinary Resolutions have been set out in the Notice of EGM for Shareholders to consider, and if thought fit, to be passed with or without modifications:

- (a) the removal of Mr. Chia Seng Hee as Independent Director of the Company with effect from the date of the EGM;
- (b) the appointment of Mr. Lim Chi Yui, Clarence as Independent Director of the Company with effect from the date of the EGM;
- (c) the appointment of Ms. Lin Sijia as Independent Director of the Company with effect from the date of the EGM; and
- (d) the appointment of Mr. Abdul Khair bin Abdul Jabar as the Lead Independent Director of the Company with effect from the date of the EGM.

The Requisition Notice included a separate Ordinary Resolution for the removal of any directors of the Company who may have been appointed between the date of the Requisition Notice and the date of the EGM. However, as there are no such directors, such Ordinary Resolution will not be put forth at the EGM.

2.2 A copy of the Requisition Notice, and the attachments enclosed therein, is set out in the Appendix (starting on page A-1). The Board and the Company have not conducted an independent review or verification of the accuracy of any of the statements or information in the Requisition Notice, including any of its enclosures, and take no responsibility for the accuracy of any of such statements or information as aforementioned.

2.3 Shareholders who wish to submit questions on the Ordinary Resolutions should follow the instructions set out at Section 7.3 below to do so.

## 3. THE PROPOSED REMOVAL OF MR. CHIA SENG HEE

3.1 By way of background, Mr. Chia Seng Hee was appointed as Lead Independent Director of the Company on 29 October 2021. He was also appointed as the Chairman of the Audit Committee, Chairman of the Remuneration Committee and a member of the Nominating Committee with effect from the same date. Further details of Mr. Chia Seng Hee's initial appointment may be found in the Company's announcement on SGXNET dated 29 October 2021.

3.2 On 27 August 2024, the Company announced the resignation of Mr. Stephen Poh Yong Meng as Independent Director, with effect from 28 October 2024. Subsequently, the Company announced the retirement of Mr. Teo Kian Huat as Independent Director on 10 October 2024, to take effect upon the conclusion of the Company's annual general meeting which was held on 28 October 2024.

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## LETTER TO SHAREHOLDERS

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- 3.3 Pursuant to the resignation of Mr. Stephen Poh Yong Meng and the retirement of Mr. Teo Kian Huat, and as at the date of this Circular, the composition of the Board and the Board Committees are as follows:

Board of Directors

Mr. Ip Kwok Wing	(Executive Chairman)
Mdm. Lim Fong Li Janet	(Executive Director and Chief Executive Officer)
Mr. Chia Seng Hee	(Lead Independent Director)

Audit Committee

Mr. Chia Seng Hee	(Chairman)
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Nominating Committee

Mdm. Lim Fong Li Janet	(Member)
Mr. Chia Seng Hee	(Member)

Remuneration Committee

Mr. Chia Seng Hee	(Chairman)
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- 3.4 Accordingly, the existing composition of the Board and the Board Committees is presently not in compliance with the relevant requirements under the Companies Act, Catalist Rules and the Code of Corporate Governance.

- 3.5 Following the resignation of Mr. Stephen Poh Yong Meng and the retirement of Mr. Teo Kian Huat, the members of the Nominating Committee, Mdm. Lim Fong Li Janet and Mr. Chia Seng Hee, had interviewed a number of candidates to assume the vacant positions of Independent Directors on the Board. However, the Nominating Committee has been unable to reach an agreement on the choice of candidates to put forth to the Board for election. As there are only two (2) members in the Nominating Committee, and each member holds opposing views on the suitable candidates, the Nominating Committee has not been able to come to an agreement as to the selection of the new Independent Directors, and the Company has not been able to appoint new Directors to its Board to, amongst others, comply with the requirements under the Companies Act, Catalist Rules and the Code of Corporate Governance.

#### 4. THE PROPOSED APPOINTMENT OF THE PROPOSED NEW INDEPENDENT DIRECTORS

- 4.1 The Proposed New Independent Directors are: (a) Mr. Lim Chi Yuin, Clarence; (b) Ms. Lin Sijia; and (c) Mr. Abdul Khair bin Abdul Jabar. Copies of their respective curriculum vitae provided by the Requisitioning Shareholders are enclosed with the Requisition Notice on pages A-1 to A-13 of this Circular, and a brief overview and summary of the biographical and background information on each of the Proposed New Independent Directors is set out below.

**Important Note: Shareholders should note that the brief overview and summary in this Section 4 is based on the full text of the curriculum vitae of the Proposed New Independent Directors provided by the Requisitioning Shareholders, and must be read subject to the full text thereof. Shareholders are advised to read the full text of the curriculum vitae of the Proposed New Independent Directors, copies of which are appended as part of the Appendix to this Circular.**

**Neither the current Board nor the Company have conducted an independent review or verification of the accuracy of any of the statements and information relating to each of Mr. Lim Chi Yuin, Clarence, Ms. Lin Sijia and Mr. Abdul Khair bin Abdul Jabar contained in this Circular and take no responsibility for the accuracy of any of these statements.**



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## LETTER TO SHAREHOLDERS

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### 4.2 **Mr. Lim Chi Yui, Clarence**

Mr. Lim Chi Yui, Clarence is an experienced operations professional with almost two (2) decades of expertise in retail inventory services. For the past 10 years, he has served as the Operations Director at RGIS, a multi-national corporation operating in Singapore and 42 other countries. In this role, Mr. Lim oversees and manages all aspects of business, including sales, operations, and administration, across Southeast Asia and China markets.

Through his tenure at RGIS, Mr. Lim has developed his knowledge of corporate boards, their relevant committees and the corporate governance regulatory framework in Singapore, and is experienced in day-to-day operations, statutory audits and financial matters.

Mr. Lim also has a proven track record of driving positive changes in challenging markets. Notably, he successfully established RGIS operations in Thailand in 2020 and led the restructuring of operations in China. He holds roles as an executive director in RGIS Singapore Pte Ltd, RGIS Malaysia Sdn Bhd, RGIS Hong Kong Ltd and RGIS Taiwan LLC and is familiar with the roles and responsibilities of a director.

The Requisitioning Shareholders are of the view that Mr. Lim's proven track record of driving positive organisation change and experience as a director of a multi-national corporation will provide fresh insights, and his operational expertise can help and guide the group to drive operational efficiency.

Mr. Lim graduated from the Nanyang Technological University with a Bachelor of Engineering in Mechanical Engineering (Honours).

### 4.3 **Ms. Lin Sijia**

Ms. Lin Sijia brings with her over a decade of experience and expertise in economics, international trade finance, financial law and financial services having held roles in financial market operations at Standard Chartered Bank, global credit risk management at JP Morgan Chase N.A., commodity finance at BNP Paribas, and as a director in trade and capital markets at Cargill TSF Asia Pte. Ltd. Presently, Ms. Lin serves as the Head of Trade Asset Management and is an Executive Director of Transaction Banking at the Australia and New Zealand Banking Group Ltd, where she oversees and manages a global team in transaction banking, including core trade finance, commodity finance, and supply chain finance. Her responsibilities also include buying and selling trade assets in line with internal strategy to expand the bank's portfolio and to identify appropriate solutions, and developing relationships with financial institutions, internal stakeholders, fintech firms, and platform providers.

The Requisitioning Shareholders are of the view that Ms. Lin's extensive network and global expertise make her a valuable asset for the Company's potential ventures, including acquisitions, divestments, and investments.

Ms. Lin has a Bachelor of Arts in Economics and Finance (First Class Honours) from University of Keele, and a Master of Science in Finance and Financial Law from The School of Oriental and African Studies, University of London.

### 4.4 **Mr. Abdul Khair bin Abdul Jabar**

Mr. Abdul Khair bin Abdul Jabar brings with him experience in engineering, manufacturing and management aspects in the aerospace and aviation sectors. He has led the development of combustor repair processes for commercial aviation engines as a new product introduction engineer at GE Aviation. He has also led the development of new products for aerospace customers at Windsor Airmotive Asia Pte. Ltd. and managed the manufacturing line for Compressor Cell production at UTC Aerospace Systems Pte. Ltd. In his different roles, he also collaborated with internal and external stakeholders to deliver results on time while ensuring compliance with intellectual property sensitivities, ethical standards, and data-sharing regulations.

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## LETTER TO SHAREHOLDERS

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In addition to his engineering background, Mr. Abdul Khair is currently a lecturer in the Institute of Technical Education's ("ITE") Nitec in Aerospace Machining Technology program and previously held the role of adjunct lecturer at Singapore Polytechnic. As the functional lead for Industry Engagement in the School of Engineering, he supported the internship coordinators to ensure adherence to ITE policies and compliance while fostering partnerships to enhance the industrial attachment program.

The Requisitioning Shareholders are of the view that Mr. Abdul Khair's track record of driving technical and technological advancements within the engineering industry will be beneficial to the Company's manufacturing business.

Mr. Abdul Khair graduated from the Nanyang Technological University with a Bachelor of Engineering in Mechanical Engineering (Honours).

- 4.5 Whilst none of the Proposed New Independent Directors have prior experience as a director of a listed company, Mr. Ip Kwok Wing and Mdm. Lim Fong Li Janet (as the Requisitioning Shareholders and Executive Directors of the Company) believe that the Proposed New Independent Directors' work experience in management, finance and manufacturing in reputable global companies will bring substantial relevant expertise and experience which will be beneficial to the Group's business.
- 4.6 The above said, to ensure that the Proposed New Independent Directors are able to successfully discharge their fiduciary duties as Directors, the Company will undertake the following active steps and measures:
- (a) Each of the Proposed New Independent Directors will, subject to their availability of non-conflicting dates (but in any event, endeavour to by no later than the end of 2025), complete the mandatory training as required under Catalist Rule 406(3)(a).
  - (b) Pending completion of the aforesaid modules, the Company's legal adviser, Icon Law LLC shall, within the first month of the Proposed New Independent Directors' appointment, conduct a briefing in relation to their directors' duties, the scope of which will be cleared with the Sponsor.
  - (c) A comprehensive orientation programme will be conducted to ensure that the Proposed New Independent Directors become familiar with the Group, the Board processes and the terms of reference of the Board and the Board Committees.
  - (d) The Company will continuously assess the performance of the Proposed New Independent Directors, and take any necessary remedial action.
  - (e) Upon their appointment, there will be meetings held between the Proposed New Independent Directors and the Group's internal auditors, on at least one occasion, and external auditors, on a separate occasion, for the Proposed New Independent Directors to receive an update on the Group, and to allow the Proposed New Independent Directors an opportunity to inquire into the Group's operations, performance, accounting standards and internal control matters.
  - (f) The Company will ensure the availability and support of its legal advisers, Icon Law LLC, the Sponsor, and its company secretary and corporate services provider to each of the Proposed New Independent Directors.

## LETTER TO SHAREHOLDERS

- 4.7 The Company has, together with the Requisitioning Shareholders, obtained from each of the Proposed New Independent Directors additional information required pursuant to Appendix 7F of the Catalist Rules, which are set out in the table below for Shareholders' reference:

<b>PROPOSED NEW INDEPENDENT DIRECTORS</b>			
	<b>Mr. Lim Chi Yuin, Clarence</b>	<b>Ms. Lin Sijia</b>	<b>Mr. Abdul Khair bin Abdul Jabar</b>
Date of appointment	Not applicable		
Date of last re-appointment	Not applicable		
Age	41	41	39
Country of principal residence	Singapore		
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	<p>Please refer to Section 3.5 of this Circular. The majority of the Board, comprising Mr. Ip Kwok Wing and Mdm. Lim Fong Li Janet, having considered the Board's diversity policy (e.g. age, gender, social background, skills sets and experience) and having assessed each of the Proposed New Independent Directors' qualifications, experience and suitability, is of the view that they each have the requisite experience and capabilities to assume the duties and responsibilities as an Independent Director of the Company.</p> <p>The Board considers each of the Proposed New Independent Directors to be independent for the purposes of Rule 704(7) of the Catalist Rules.</p>		
Whether the appointment is executive, and if so, the area of responsibility	Non-executive. Each of the Proposed New Independent Directors will be Independent Directors.		
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent Director, Chairman of the Remuneration Committee, Member of the Nominating Committee and Member of the Audit Committee	Independent Director, Chairman of the Audit Committee, Member of the Nominating Committee and Member of the Remuneration Committee	Lead Independent Director, Chairman of the Nominating Committee, Member of the Remuneration Committee and Member of the Audit Committee
Professional qualifications	Bachelor of Engineering in Mechanical Engineering (Honours), Nanyang Technological University	Bachelor of Arts in Economics and Finance (First Class Honours), University of Keele  Master of Science in Finance and Financial Law (Merit), The School of Oriental and African Studies, University of London	Bachelor of Engineering in Mechanical Engineering (Honours), Nanyang Technological University
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	None of the Proposed New Independent Directors have any such relationships.		

**LETTER TO SHAREHOLDERS**

<b>PROPOSED NEW INDEPENDENT DIRECTORS</b>			
	<b>Mr. Lim Chi Yuin, Clarence</b>	<b>Ms. Lin Sijia</b>	<b>Mr. Abdul Khair bin Abdul Jabar</b>
Conflict of interests (including any competing business)	None of the Proposed New Independent Directors have any such conflicts.		
Working experience and occupation(s) during the past 10 years	2014 to Present – Operations Director at RGIS	2022 to Present – Head of Trade Asset Management / Executive Director at Australia and New Zealand Banking Group Ltd  2018 to 2021 – Originator / Director in Trade and Capital Markets (f.k.a. Trade and Structured Finance) at Cargill TSF Asia Pte Ltd  2015 to 2018 – Originator & Structurer / Vice President in Trade and Structured Finance at Cargill TSF Asia Pte Ltd  2014 to 2015 – Relationship Manager / Associate in Commodity Finance at BNP Paribas	2021 to Present – Lecturer at Institute of Technical Education, Course Advisor for Nitec in Aerospace Machining Technology  2019 to 2021 – New Product Introduction Engineer (Project Management) at GE Aviation  2014 to 2019 – New Product Introduction Engineer (Project Management) at Windsor Airmotive Asia Pte Ltd (Barnes Aerospace)  2014 to 2015 – Adjunct Lecturer at Singapore Polytechnic
Undertaking (in the format set out in Appendix 7H) under Catalist Rule 720(1) has been submitted to the listed issuer	Each of the Proposed New Independent Directors have provided the necessary undertakings.		
Shareholding interest in the listed issuer and its subsidiaries. If yes, please provide shareholding details.	None of the Proposed New Independent Directors have any such shareholding interests.		
Other Principal Commitments including Directorships, Present	Executive Director of: RGIS Singapore Pte Ltd RGIS Malaysia Sdn Bhd RGIS HongKong Ltd RGIS Taiwan LLC	Member of International Trade and Forfeiting Association, South- East Asia Regional Committee	Not applicable
Other Principal Commitments including Directorships, Past (for the last 5 years)	Not applicable	Not applicable	Not applicable

**LETTER TO SHAREHOLDERS**

<b>PROPOSED NEW INDEPENDENT DIRECTORS</b>			
	<b>Mr. Lim Chi Yuin, Clarence</b>	<b>Ms. Lin Sijia</b>	<b>Mr. Abdul Khair bin Abdul Jabar</b>
Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner? If yes, please elaborate.	No	No	No
Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency? If yes, please elaborate.	No	No	No
Whether there is any unsatisfied judgement against him? If yes, please elaborate.	No	No	No

**LETTER TO SHAREHOLDERS**

<b>PROPOSED NEW INDEPENDENT DIRECTORS</b>			
	<b>Mr. Lim Chi Yuin, Clarence</b>	<b>Ms. Lin Sijia</b>	<b>Mr. Abdul Khair bin Abdul Jabar</b>
Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose? If yes, please elaborate.	No	No	No
Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach? If yes, please elaborate.	No	No	No
Whether at any time during the last 10 years, judgement has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation, or dishonesty on his part? If yes, please elaborate.	No	No	No

**LETTER TO SHAREHOLDERS**

<b>PROPOSED NEW INDEPENDENT DIRECTORS</b>			
	<b>Mr. Lim Chi Yuin, Clarence</b>	<b>Ms. Lin Sijia</b>	<b>Mr. Abdul Khair bin Abdul Jabar</b>
Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust? If yes, please elaborate.	No	No	No
Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust? If yes, please elaborate.	No	No	No
Whether he has ever been the subject of any order, judgement or ruling of any court, tribunal, governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity? If yes, please elaborate.	No	No	No
Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the following affairs in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?  If yes, please elaborate.			
(i) any corporation which has been investigated for breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No

**LETTER TO SHAREHOLDERS**

<b>PROPOSED NEW INDEPENDENT DIRECTORS</b>			
	<b>Mr. Lim Chi Yuin, Clarence</b>	<b>Ms. Lin Sijia</b>	<b>Mr. Abdul Khair bin Abdul Jabar</b>
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere.	No	No	No
Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore, or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere? If yes, please elaborate.	No	No	No
Any prior experience as a director of an issuer listed on the SGX-ST?	No	No	No
If yes, please provide details of prior experience.	Not applicable	Not applicable	Not applicable



## LETTER TO SHAREHOLDERS

<b>PROPOSED NEW INDEPENDENT DIRECTORS</b>			
	<b>Mr. Lim Chi Yuin, Clarence</b>	<b>Ms. Lin Sijia</b>	<b>Mr. Abdul Khair bin Abdul Jabar</b>
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.	Each of the Proposed New Independent Directors will, subject to their availability of non-conflicting dates (but in any event, endeavour to by no later than the end of 2025), complete the mandatory training, as required under Catalist Rule 406(3)(a).		
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training and prescribed the Exchange (if applicable).	Not applicable	Not applicable	Not applicable

- 4.8 Following the appointment of the Proposed New Independent Directors, the Company's new Board and Board Committees composition, as proposed by the Requisitioning Shareholders to the Company by way of separate correspondence, is as set out below. The new Board will consider and decide on the same, and make further announcements as required.

### Board of Directors

Mr. Ip Kwok Wing	(Executive Chairman)
Mdm. Lim Fong Li Janet	(Executive Director and Chief Executive Officer)
Mr. Abdul Khair bin Abdul Jabar	(Lead Independent Director)
Mr. Lim Chi Yuin, Clarence	(Independent Director)
Ms. Lin Sijia	(Independent Director)

### Audit Committee

Ms. Lin Sijia	(Chairman)
Mr. Lim Chi Yuin, Clarence	(Member)
Mr. Abdul Khair bin Abdul Jabar	(Member)

### Nominating Committee

Mr. Abdul Khair bin Abdul Jabar	(Chairman)
Mdm. Lim Fong Li Janet	(Member)
Mr. Lim Chi Yuin, Clarence	Member)
Ms. Lin Sijia	(Member)

### Remuneration Committee

Mr. Lim Chi Yuin, Clarence	(Chairman)
Ms. Lin Sijia	(Member)
Mr. Abdul Khair bin Abdul Jabar	(Member)

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## LETTER TO SHAREHOLDERS

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### 5. REPRESENTATIONS BY MR. CHIA SENG HEE

5.1 Under Section 152 of the Companies Act, Mr. Chia Seng Hee has the right to attend and be heard at the EGM, including on matters of his proposed removal.

5.2 A copy of the Requisition Notice had been circulated to Mr. Chia Seng Hee, as was a draft of this Circular prior to its issuance. In response to these, Mr. Chia has made the following representations:

*"1. With reference to my appointment more than three years ago, the SGX-ST raised queries about the same, which the Company responded to. Please refer to the Company's announcement dated 12 November 2021.*

*For quick reference, the Requisitioning Shareholders' argument for my appointment is reproduced below in bold:*

**...the Executive Directors consider the appointment of Mr Chia to be uncontroversial and would benefit from his experience and expertise. ...**

*For the record, I am a Senior Accredited Director by the Singapore Institute of Directors, having practised corporate governance on many listed companies, since 2007.*

*2. At the Company's recent annual general meeting (AGM) on 28 October 2024, I was re-elected by the shareholders, including the Requisitioning Shareholders.*

*Shortly after that, Mdm Lim asked me to resign on 20 November 2024, just because I could not agree on the appointment of the three candidates introduced by Mr Kenneth Ip, the COO. In my opinion, they were inexperienced and were not the best of the nine candidates the Nominating Committee (comprising only myself and Mdm Lim) interviewed. Therefore, it is not in the best interests of the Company. But she insisted.*

*3. At the Nominating Committee meeting on 19 December 2024, I made a compromise to accept one of the Proposed New Independent Directors, Mr. Abdul Khair bin Abdul Jabar, on the condition that another candidate, with the requisite qualifications and recent relevant experience be appointed. With this arrangement, the two new independent directors and myself, there would be continuity of independent directors on the board, to represent minority interests. The high turnover of independent directors was also an issue raised by SIAS prior to the recent AGM.*

*However, this was rejected by Mdm Lim.*

*4. I do not understand why the Executive Directors who are the Requisitioning Shareholders, sought to remove me, when this disagreement can be easily be resolved by consulting SGX-ST and accepting their opinion.."*

5.3 In response to Mr. Chia Seng Hee's representations above at Section 5.2, the Board (save for Mr. Chia Seng Hee), the Company and the Requisitioning Shareholders wish to state as follows:

- (a) the Directors (save for Mr. Chia Seng Hee) share in their views in support of the Proposed New Independent Directors, and strongly disagree with Mr. Chia Seng Hee that these three (3) chosen candidates are inexperienced and not the best of the nine (9) candidates;
- (b) the Requisitioning Shareholders had previously communicated to the Sponsor that the requisition is not grounded in mere disagreement. The Company further understands that the Sponsor is indeed in touch with the SGX-ST to keep them updated on the situation;

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## LETTER TO SHAREHOLDERS

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- (c) with a view to mediating the situation and assisting the compliance with the Company's obligations under the Companies Act, the Catalist Rules and the Code of Corporate Governance, the Company's legal adviser, Icon Law LLC (acting through its Director, Mr. Jeremiah Huang) attempted to reach out to Mr. Chia multiple times over two (2) weeks, but was refused. Consequently, the Requisitioning Shareholders had no choice but to proceed as they did;
- (d) Mr. Stephen Poh Yong Meng had resigned for his own personal reasons, while Mr. Teo Kian Huat had retired. Crucially, they confirmed that they do not have any unresolved differences in opinion on material matters with the Board; and
- (e) the Requisitioning Shareholders wish to state that they had only voted in favour of Mr. Chia Seng Hee's reappointment at the recent annual general meeting because they felt compelled to do so, with the Company's best interests in mind, in light of the resignation and retirement of Mr. Stephen Poh Yong Meng and Mr. Teo Kian Huat respectively. Indeed, of the 136,380,650 votes cast in favour of Mr. Chia Seng Hee's reappointment, 135,920,450 votes belong to the Requisitioning Shareholders (i.e. 99.66% with just 0.34% belonging to other shareholders). Regrettably, they now find themselves with no choice but to requisition his removal.

### 6. EXTRAORDINARY GENERAL MEETING

- 6.1 The Directors are convening the EGM pursuant to the Requisition Notice and the requirements of Section 176(1) of the Companies Act.
- 6.2 The EGM will be held at 293 Lor 6 Toa Payoh, SAFRA Toa Payoh, Reef Room, Level 3, Singapore 319387 on 10 February 2025 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolutions as set out in the Notice of EGM on pages N-1 to N-4 of this Circular.
- 6.3 **The EGM will be convened in a physical format only and there will be no option for the Shareholders to participate virtually.** A copy of this Circular, Notice of EGM and Proxy Form may be accessed at the Company's website at <https://cfmholdings.com/> and are also available on SGXNET at <https://www.sgx.com/securities/company-announcement/>. The Company will also mail a copy of the same to Shareholders.

### 7. ACTIONS TO BE TAKEN BY THE SHAREHOLDERS

#### 7.1 Appointment of Proxies

Shareholders who are unable to attend the EGM and who may wish to appoint a proxy to attend and vote at the EGM on their behalf should complete, sign and return the Proxy Form enclosed as P-1 to this Circular in accordance with the instructions printed thereon as soon as possible. The duly executed Proxy Form must be submitted to the Company in the following manner:

- (a) via email to [irc@cfmholdings.com](mailto:irc@cfmholdings.com); or
- (b) by post to the Company's registered address at 3 Ang Mo Kio Street 62 #05-16, Link@AMK, Singapore 569139,

in either case, by 8 February 2025 at 10:00 a.m. (being not less than forty-eight (48) hours before the time appointed for holding the EGM of the Company), and in default the Proxy Form shall not be treated as valid. Shareholders are strongly encouraged to submit the completed Proxy Forms by way of email. The submission of the Proxy Form by such Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes, save that the appointment of the proxy shall be deemed to be revoked by such attendance.

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## LETTER TO SHAREHOLDERS

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Shareholders are encouraged to read the notes to the Notice of EGM for more information as regards, amongst other matters, Shareholders who hold their Shares through a relevant intermediary.

### 7.2 When Depositor regarded as Shareholder

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by the CDP to the Company.

### 7.3 Submission of Questions in advance of EGM

- (a) Shareholders may submit questions in relation to the Ordinary Resolutions tabled for approval at the EGM by writing to the Company in advance of the EGM. Alternatively, Shareholders may also pose such questions during the EGM.

Shareholders should submit questions in the following manner:

- (i) via email to [irc@cfmholdings.com](mailto:irc@cfmholdings.com);
- (ii) by post to the registered office of the Company at 3 Ang Mo Kio Street 62 #05-16, Link@AMK, Singapore 569139,

in either case, no later than 17 January 2025. Investors who hold Shares through relevant intermediaries, including under CPF Investors and SRS Investors, should approach their respective relevant intermediaries / CPF Agent Banks and SRS Operators to submit their questions based on the abovementioned instructions. Any substantive and relevant questions received by the Company after this deadline will be addressed during the EGM.

- (b) For verification purposes, when submitting any questions, Shareholders MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held), failing which the submission will be treated as invalid.
- (c) For questions submitted in advance of the EGM, the Company will endeavour to address the questions which are substantial and relevant to the Ordinary Resolutions prior to the EGM and by publication on the SGXNET at <https://www.sgx.com/securities/company-announcement/> and the Company's website at <https://cfmholdings.com/> no later than forty-eight (48) hours before the deadline for submission of the Proxy Forms (i.e., by 6 February 2025 at 10:00 a.m.).
- (d) The Directors will endeavour to address as many substantial and relevant questions in relation to the Ordinary Resolutions as practicable during the EGM. However, Shareholders should note that there may not be sufficient time available at the EGM to address all the questions raised. Please note that individual responses will not be sent to Shareholders.
- (e) The Company will also publish the minutes of the EGM on the SGXNET at <https://www.sgx.com/securities/company-announcement/> and the Company's website at <https://cfmholdings.com/> within one (1) month after the EGM.

**SHAREHOLDERS ARE ADVISED TO READ IN ITS ENTIRETY THIS CIRCULAR (TOGETHER WITH ALL DOCUMENTS ATTACHED THERETO, INCLUDING THE REQUISITION NOTICE) CAREFULLY AND THOROUGHLY BEFORE DECIDING WHETHER TO VOTE FOR OR AGAINST (OR TO ABSTAIN FROM VOTING ON) THE ORDINARY RESOLUTIONS SET OUT IN THE NOTICE OF EGM.**

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## LETTER TO SHAREHOLDERS

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### 8. 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 Ordinary Resolutions, 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 this 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 this Circular in its proper form and context.

### 9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 3 Ang Mo Kio Street 62 #05-16, Link@AMK, Singapore 569139 during normal office hours from the date of this Circular up to and including the date of the EGM:

- (a) the Constitution; and
- (b) the Requisition Notice.

Yours faithfully

For and on behalf of the Board of Directors of  
**CFM Holdings Limited**

**Lim Fong Li Janet**  
Executive Director and Chief Executive Officer

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## APPENDIX - THE REQUISITION NOTICE

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10 December 2024

**CFM HOLDINGS LIMITED**  
3 Ang Mo Kio Street 62, #05-16  
Link@AMK, Singapore 569139

~~BY EMAIL AND COURIER ONLY~~

RECEIVED BY HAND FROM MR IP AND  
MDM JANET LIM, BOTH CONTROLLING  
SHAREHOLDERS.

**Attention: The Board of Directors**

Dear Sirs,

**REQUISITION TO CONVENE AN EXTRAORDINARY GENERAL MEETING ("EGM") PURSUANT TO SECTION 176 OF THE COMPANIES ACT 1967 OF SINGAPORE ("ACT")**

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1. We, the undersigned, hold in aggregate 135,920,450 shares of CFM Holdings Limited (the "**Company**") as at the date of this letter, comprising:
  - (a) 74,319,300 ordinary shares held by Mr. Ip Kwok Wing; and
  - (b) 61,601,150 ordinary shares held by Mdm Lim Fong Li Janet.
2. Pursuant to Section 176(1) of the Act, we require you to convene an EGM to put forth each of the following resolutions for individual voting by shareholders:
  - (a) the removal of Mr. Chia Seng Hee as Independent Director of the Company with effect from the date of the EGM;
  - (b) the appointment of Mr. Clarence Lim Chi Yui as Independent Director of the Company with effect from the date of the EGM;
  - (c) the appointment of Ms. Lin SiJia as Independent Director of the Company with effect from the date of the EGM;
  - (d) the appointment of Mr. Abdul Khair bin Abdul Jabar as Independent Director of the Company with effect from the date of the EGM; and
  - (e) the removal of any directors of the Company who may have been appointed between the date of this notice and the date of the EGM.

A copy of the brief curriculum vitae of Mr. Lim, Ms. Lin and Mr. Khair are enclosed.

3. For the purposes of the resolutions set forth in paragraphs 2(a) and (e), this shall constitute the requisite special notice under Section 152 read with Section 185 of the Act.
4. For the avoidance of any doubt, the object of the proposed EGM is to achieve the result of assisting the Company to comply with its Board constitution obligations under the Singapore Exchange's Listing Manual and Singapore's Code of Corporate Governance.
5. We have proposed the above resolutions for the interests of all shareholders and stakeholders, after taking into account the worrying continued non-compliance by the Company of the aforementioned obligations.

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APPENDIX - THE REQUISITION NOTICE

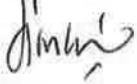
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Sincerely



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Ip Kwok Wing  
Shareholder



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Lim Fong Li Janet  
Shareholder

Encl.

Cc:

- (1) Company Secretary and Corporate Service Provider,  
In.Corp Corporate Services Pte. Ltd.
- (2) Company's Continuing Sponsor,  
Novus Corporate Finance Pte. Ltd.

# Lim Chi Yuin Clarence

Operations Director

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## OVERVIEW

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Experienced operations professional with two decades worth of experience in the retail inventory service space.

- Proven track record in driving positive change in challenging markets
- Manage over 250 customer profiles across markets
- Experience in managing different business and cultural requirements across Southeast Asia and Greater China.
- Well versed in spearheading and managing fledgling markets

A hands-on, pragmatic and methodical person who believes in leading by example. “Ask of others only what you are willing to do yourself.”

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## PROFESSIONAL EXPERIENCE

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### 2014 - Present

#### RGIS Operations Director

- Oversee Southeast Asia and Greater China Markets
  - Manage all aspects of business including Sales, Operations and Administration.
  - Manage revenues exceeding 10M and EBITDAs ranging from 20-40%.
- Set up Thailand operations in 2020 due to covid travel restrictions
- Added Management of China in 2015
  - Restructured China Operations, including culling of country head.
  - Cultivate and aligned employee - company interests. Revamp Operation procedures and customer sales approach.
  - Brought market into the black in within a year.
  - Set up new district offices.
- Added Management of Hong Kong in 2014.
  - Kick started sales initiative
  - Brought fledgling market into the black in 1 year



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## APPENDIX - THE REQUISITION NOTICE

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- 2011 - 2014**      **RGIS Singapore & Malaysia Country Manager**
- Oversee both Singapore and Malaysia entities
  - Grew Singapore revenue by more than 70%
  - Restructured Malaysia Operations and implemented cost cutting measures
    - Replaced and trained new Ops Manager
    - Made Malaysia entity profitable in a year.
- 2010 - 2011**      **RGIS Singapore Operations Manager**
- Oversee Singapore operations
  - Improved scheduling methods and introduced productivity trackers
  - Implement new scanner technology and training methods
- 2009 – 2010**      **EC Trading Founder**
- Founded company dealing with auto parts
  - Used social forums, car meets and events as marketing and sales channel
  - Achieved 6 figure sales in 1 year
- 2007 – 2008**      **JKIS Management trainee**
- Learning different aspects of the business
  - Plan for company expansion into Taiwan
- 1999 – 2003**      **JKIS counter (part-time)**
- Stocktaking duties during the school holidays

### SKILLS

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Public Speaking	Negotiation	Teamwork	Decision Making	Problem Solving
Self-Motivated	People skills	Leadership	Good Listener	Attention to detail

### EDUCATION

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<b>Nanyang Technological University</b> Bachelor of Mechanical Engineering (Honors)	<b>Singapore</b> 2010
<b>Catholic Junior College</b> GCE 'A' Levels	<b>Singapore</b> 2002

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## APPENDIX - THE REQUISITION NOTICE

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### PERSONAL

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Born in Singapore and married with 2 wonderful sons. Spent a few years of my early childhood in America, where most of my family currently reside. Educated and trained in Singapore.

Personal hobbies and interests include travelling, watching documentaries, anything mechanical and Brazilian Jiu Jitsu.

Inquisitive by nature, it is an obsession to know how everything works.

### OTHERS

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#### AWARDS, GRANTS, MEMBERSHIPS, PUBLICATIONS

- NTU Engineering, Innovation Design competition (2<sup>nd</sup> prize)
- NTU intervarsity Pool team (Captain)
- CJC Bowling team (Vice Captain)
- Company best Trainee (SISPEC)
- Company best shot (BMT)

#### DIRECTORSHIPS/BOARDS/ADVISORY

- RGIS Singapore Director
- RGIS Malaysia Director
- RGIS Hong Kong Director
- RGIS Taiwan Director

#### LANGAUGES/OTHER SKILLS

- English, Chinese and local dialect

**APPENDIX - THE REQUISITION NOTICE**

**SIJIA LIN**

<b>Professional Experiences</b>	
Oct 23 - Current	<p><b>International Trade and Forfeiting Association South-East Asia Regional Committee (“SEARC”), Member</b></p> <ul style="list-style-type: none"> <li>Represent rights and interests of banks, FIs and Service Providers involved in trade risk and asset origination and distribution within South-East Asia</li> <li>Delivery opportunities for networking within a professional community</li> <li>Disseminate knowledge and provide education</li> <li>Cooperate with partner associations across the trade finance spectrum to promote interests of its members including that with regulators and legislators</li> <li>Understand current &amp; emerging changes, challenges and opportunities in trade finance and protect the interest of incumbents</li> <li>Improve governance and best practices</li> <li>Attract new skills and talent to the industry</li> <li>Facilitate expansion of trade and trade finance globally</li> </ul>
Aug 22 - Current	<p><b>Australia and New Zealand Banking Group Ltd Singapore</b>  <b>Transaction Banking, Head of Trade Asset Management / Executive Director</b></p> <ul style="list-style-type: none"> <li><b>Geographical Coverage:</b> Global</li> <li><b>Institutional Coverage:</b> Financial Institutions (“FI”), Non-Bank FI (including Insurers) and Corporates</li> <li><b>Product Coverage:</b> All products across Transaction Banking, including Core Trade Finance, Commodity Finance and Supply Chain Finance</li> </ul> <ul style="list-style-type: none"> <li>Manage a global team across different locations and timezones.</li> <li>Develop, manage, and maintain relationships with FIs, non-Bank FIs, ECAs, MLAs etc to originate and/or distribute assets globally</li> <li>Grow business through buying and selling trade assets in line with strategy to expand portfolio and identify appropriate solutions</li> <li>Collaborate with Relationship Managers, Credit, Risk, Legal, Tax, Sales, Product, Operations to structure solutions for clients at origination</li> <li>Drive, structure, review and negotiate legal documentation and execute relevant documentation</li> <li>Deliver financial and credit analysis along with key terms and conditions to partners in line with internal policies to enhance collaboration with external partners in an optimal way</li> <li>Identify, monitor and share market practice and appetite with internal stakeholders to drive approvals and execution</li> <li>Develop new business / product ideas and opportunities</li> <li>Appropriately assess legal, tax, operational, reputational risk of transactions whilst identifying appropriate risk / reward in consideration of capital requirements</li> <li>Build a good culture of responsible finance, governance, discipline and ethics</li> <li>Manage and align external &amp; internal stakeholders</li> <li>Explore and enable collaboration with fintechs and platform providers to expand capabilities and opportunities</li> </ul>
May 18 – Jul 21	<p><b>Cargill TSF Asia Pte Ltd Singapore</b>  <b>Trade and Capital Markets (f.k.a. TSF), Originator / Director</b></p> <ul style="list-style-type: none"> <li><b>Geographical Coverage:</b> Countries across Southeast Asia, Australasia, and others in Asia</li> <li><b>Institutional Coverage:</b> Financial Institutions and Corporates</li> <li><b>Product Coverage:</b> Structured Trade Finance / Project Financing / Foreign Exchange / Loans</li> </ul> <ul style="list-style-type: none"> <li>Actively hunt &amp; develop new markets, relationships &amp; products across commodities</li> <li>Seek appropriate risk mitigation tools (such as private or ECA insurance, collateral), as applicable</li> <li>Work with relevant teams to promote distribution of deals originated for balance sheet management</li> <li>Manage internal and external client relationships, businesses, and products</li> <li>Manage economics of deal/relationship, prepare pitchbooks and term sheets</li> <li>Lead, negotiate and liaise with relevant internal and external teams on legal documentation, tax, regulatory, accounting, operational and policy matters as well as cross-selling opportunities</li> <li>Monitor trends and update knowledge across commodities / industries</li> <li>Lead credit / risk approval process, conduct financial risk analysis and construct projections alongside credit, where applicable</li> <li>Manage KYC/due diligence on all new and existing clients</li> </ul>
Jul 15 – May 18	<p><b>Cargill TSF Asia Pte Ltd Singapore</b>  <b>Trade and Structured Finance (“TSF”), Originator &amp; Structurer / Vice President</b></p> <ul style="list-style-type: none"> <li><b>Geographical Coverage:</b> Countries across Southeast Asia, Australasia, and others in Asia</li> <li><b>Institutional Coverage:</b> Financial Institutions and Corporates</li> <li><b>Product Coverage:</b> Structured Trade Finance / Project Financing / Foreign Exchange</li> </ul> <ul style="list-style-type: none"> <li>Actively explore and materialise opportunities in new markets, product and risk mitigation tools with new and/or existing clients</li> <li>Collaborate with other Business Groups to provide value-added / financial services to existing / new clients</li> <li>Lead, review and develop new FX arbitrage opportunities whilst considering, regulatory, tax, legal, operational, and internal policy requirements</li> </ul>

## APPENDIX - THE REQUISITION NOTICE

	<ul style="list-style-type: none"> <li>Prepare, lead and review documentations (financing agreements, termsheets, commercial contracts, bank documentation, SBLC/LC format, due diligence documents/questionnaire)</li> <li>Coordinate, prepare, and review business/product approval memos to execute new / existing products and structures</li> <li>Lead credit / risk approval process</li> </ul>	
Apr 14 – Jun 15	<p><b>BNP Paribas</b></p> <p><b>Commodity Finance, Relationship Manager / Associate</b></p> <ul style="list-style-type: none"> <li><b>Institutional Coverage:</b> Corporates</li> <li><b>Product Coverage:</b> Commodity Finance &amp; cross-selling of all other products</li> <li><b>Achievement:</b> Managed and Executed Large Syndicated Borrowing Base Facility</li> </ul> <ul style="list-style-type: none"> <li>Develop and originate new project and structured finance businesses</li> <li>Cross-sell products from other Lines of Business as coverage relationship manager</li> <li>Manage credit origination/application, documentation negotiation &amp; execution processes</li> <li>Review &amp; manage existing Clients' requests/expectations &amp; offer structured solutions</li> <li>Assess credit, market, operational, regulatory &amp; all other risks on a transactional basis</li> <li>Monitor trends &amp; update market knowledge of relevant sectors &amp; assess its effect on portfolio / new business prospects</li> <li>Perform KYC &amp; credit review on clients covered</li> <li>Liaise with all support teams to ensure compliance with all controls &amp; regulatory requirements</li> </ul>	<b>Singapore</b>
Dec 10 – Apr 14	<p><b>JP Morgan Chase N.A.</b></p> <p><b>Global Credit Risk Management, Client Credit Manager / Associate</b></p> <ul style="list-style-type: none"> <li><b>Institutional Coverage:</b> Corporates</li> <li><b>Product Coverage:</b> All products including Commodities (Physical &amp; Financial) <ul style="list-style-type: none"> <li>Specialized in commodity clients/products between Dec 10 – Dec 11</li> </ul> </li> <li>Engaged and maintained relationships with clients to better understand profile, requirements, and industry developments</li> <li>Highlighted and addressed concerns on prospective clients and/or deals <ul style="list-style-type: none"> <li>Worked with all Lines of Business &amp; teams to structure new deals</li> <li>Built financial projections based on forward looking expectations</li> <li>Prepared memo for Balance Sheet Committee (including pricing) &amp; obtained all relevant approval/s</li> </ul> </li> <li>Performed credit reviews and industry analysis on prospective &amp; existing counterparties</li> <li>Calculated maximum loss &amp; other exposure metrics</li> <li>Negotiated legal documentations (including loans, derivatives, PCG, PU etc)</li> <li>Prepared presentation &amp; all relevant materials for industry/portfolio reviews</li> <li>Participated in ad-hoc projects including MAS presentation</li> </ul>	<b>Singapore</b>
May 08 – Dec 10	<p><b>JP Morgan Chase N.A.</b></p> <p><b>Global Credit Risk Middle Office, Associate</b></p> <ul style="list-style-type: none"> <li><b>Institutional Coverage:</b> Financial Institutions and Corporates</li> <li><b>Product Coverage:</b> All products including Commodities (Physical &amp; Financial)</li> </ul> <ul style="list-style-type: none"> <li>Promoted to Associate as of 01 February 2010</li> <li>Manage portfolios of varying risk profiles including Korea, China, Indonesia and Thailand</li> <li>Engage in setup, review of clients/credit limits &amp; delivery of exposure reports to Credit and Country Risk</li> <li>Liaise with business &amp; risk managers to establish relevant processes for new products</li> <li>Project Manager: Review of Asian Client Onboarding Process <ul style="list-style-type: none"> <li>Obtained buy-in from 9 LOBs on proposed enhancements &amp; accomplished FTE savings of 67%</li> <li>Streamlined processes including exposure reporting &amp; monitoring, regulatory reporting &amp; annual reviews</li> </ul> </li> <li>Completed inbound and outbound migration of credit middle office and regulatory reporting functions</li> <li>Mentor to Analysts</li> <li>Value-added as backup for Client Documentations Group</li> </ul>	<b>Singapore</b>
Apr 07 - May 08	<p><b>Standard Chartered Bank</b></p> <p><b>Financial Market, Collateral Analyst</b></p> <ul style="list-style-type: none"> <li>Manage Derivative, REPO &amp; SBL margining with internal stakeholders &amp; external counterparties</li> <li>Review legal documents (ISDA/CSA, GMSLA, GMRA etc)</li> <li>Arrange for funding &amp; processing of new collateral types &amp; bank subsidiaries</li> <li>Established DOI between Collateral and Market Risk Mgmt</li> </ul>	<b>Singapore</b>
<b>Professional Education</b>		
Completed	<ul style="list-style-type: none"> <li>Asian Institute of Digital Finance, National University of Singapore, Digital Assets and Blockchain, Dec 21</li> <li>Saïd Business School, University of Oxford, Women's Leadership Development Programme, Nov 21</li> <li>Moody's ESG Risk Assessment for Lenders &amp; Asset Managers, May 21</li> <li>Chartered Financial Analyst (Passed CFA Level 2)</li> <li>Moody's Project Finance Masterclass</li> <li>WhiteSpace Executive Coaching</li> <li>Corality Financial Modelling</li> <li>APLMA Documentation Training</li> <li>RogenSI Winning Trust and Client Relationships</li> <li>Pimley The Role of Credit Risk Analysis in Business Development</li> <li>Fitch Warning Signals &amp; Lessons Learned in Corporate Credit</li> </ul>	
<b>Education</b>		

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## APPENDIX - THE REQUISITION NOTICE

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Sept 05 - Dec 06	<b>School of Oriental and African Studies (University of London)</b> <ul style="list-style-type: none"> <li>▪ <b>MSc Finance and Financial Law, Merit</b></li> <li>▪ Completed thesis on offshore financial centres and financial crime, with case studies on Jersey &amp; Singapore</li> <li>▪ Secured legal insight of international financial markets through Regulations of International Capital Markets, Financial Law &amp; Legal Aspects of International/Corporate Finance</li> </ul>	<b>UK</b>
Sept 02 - June 05	<b>Keele University</b> <ul style="list-style-type: none"> <li>▪ BA Dual Honours in Economics AND Finance, First Class Honours</li> <li>▪ Achieved Certificate of Outstanding Performance in Economics (top of faculty)</li> <li>▪ Achieved Certificate of Competency in German</li> </ul>	<b>UK</b>
<b>Additional Skills</b>		
Languages	<ul style="list-style-type: none"> <li>▪ Fluent in both oral and written English and Mandarin</li> </ul>	
IT	<ul style="list-style-type: none"> <li>▪ Proficient in Microsoft Office Suite (Excel, PowerPoint, Access, Outlook &amp; Publisher) and Bloomberg</li> </ul>	
<b>Personal</b>		
Nationality	<ul style="list-style-type: none"> <li>▪ Singaporean</li> </ul>	

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## APPENDIX - THE REQUISITION NOTICE

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### ☞ Personal Information ☞

**Name:** Abdul Khair Bin Abdul Jabar

### ☞ Professional Experience ☞

#### 1. Institute of Technical Education

##### **Lecturer in Nitec in Aerospace Machining Technology**

**27 Sep 21 – Current**

##### **Responsibilities:**

- Course Advisor for Nitec in Aerospace Machining Technology students.
- Functional Lead in Internship & Industry Engagement for School of Engineering.
- World Skills Coach for CNC Machining
- Lead Students in Competitions and Overseas Trips and Expedition.
- Co-lead in Watch and Wonder Program initiatives focusing on growth and innovative mindset to tackle Green Initiatives and solutions.

##### **Achievements:**

- 1) Received ITE Care Award in 2023 for going the extra mile for student in need.
- 2) Lead TEA team to receive Gold Award for Watch and Wonder program initiative.
- 3) Successfully transition Internship Support System to include Company Liaison Officer to involve all staffs to support partners in the internship program.
- 4) Involved in Pedagogy approach research with students based on personality test. Will be scheduled to present findings in Kuala Lumpur for 5th Southeast Asian Conference on Education (SEACE2025)

#### 2. GE Aviation

##### **New Product Introduction Engineer (Project Management)**

**11 Feb 19 – 14 Aug 21**

##### **Responsibilities:**

- Led the development of new combustor repair processes for commercial engines, focusing on the GENx and LEAP engines.
- Managed fast-paced and challenging timelines to implement new repairs for shop industrialization, requiring close coordination with various departments and counterparts in the U.S.
- Ensured high revenue generation from new repairs through on-time delivery, effective communication, and technical expertise in shop operations.

##### **Achievements:**

- 1) Successfully industrialised highly complex and new technology repair for GENx new configuration repair for all combustor components which potentially increased the sales of at least USD\$70 million for the shop annually.
- 2) Successfully introduced LEAP-1B repair programs into the shop to initiate initial new repairs to kick off on the new engine model.
- 3) Trained to be Aviation Operation System focusing on growth in the aviation industry. Elected as Cultural Ambassador and Lead in Family Day/Open House Committee for Plant 23.

**3. Windsor Airmotive Asia Pte Ltd (Barnes Aerospace)  
New Product Introduction Engineer (Project Management)  
9 June 14 – 31 Jan 19**

**Responsibilities:**

- Led the development of new products for aerospace customers, notably GE and MTU, integrating aerospace specifications from customer requirements into operations, special processes, machining, and metalworking processes.
- Coordinated closely with customers, internal departments (production, quality, BES), vendors, and other stakeholders to ensure the delivery of high-quality products and meet tight project deadlines.

**Achievements:**

- 1) Successfully introduced 20 new programs and integrated into stable production process of contracted worth more than USD\$10 million in total.
- 2) Led Kaizen Events and involved in various lean manufacturing initiatives.
- 3) Executed scst savings project involve \$300,000 annually for production.
- 4) Introduction of vendors and qualification for strategic diversification and cost savings.

**4. Singapore Polytechnic  
Adjunct Lecturer(Part Time)  
August 14 – August 15**

**Responsibilities:** Part time teaching on aerospace manufacturing knowledge.  
Conduct theory and practical night classes for part time diploma students.

**5. UTC Aerospace Systems Pte Ltd  
Manufacturing & Process Engineer (Compressor Cell)  
13 June 11 – 6 June 14 (3 years)**

**Responsibilities:** Development and fabrication of Aerospace Compressor Components for Auxiliary Power Unit adhering to all Aerospace specifications and special Process required. Ensuring the manufacturing line for the production of Compressor Cell runs smoothly and involves in the continuous improvement to reduce cost of production and lean manufacturing using ACE Concept.

**Achievements:**

- 1) Successfully fabricated 5 new development parts adhering to all customers' specifications.
- 2) Improved on the fixtures and programs for to improve cycle time and reduce setup time with total savings exceeding of \$80000 annually.
- 3) Work closely with quality department and maintenance to resolve shot-peening process issues when introducing new rotor parts and running with different media.
- 4) Help to set up a line in China AVIC Aviation Company for the 3P event to give them the head start to run the initial development production.
- 5) Savings on Compressor Cell hitting a great improvement target of above USD 225,000 annually by optimising and lean out CNC process and cutting strategy in year 2014.

**6. Panasonic Refrigeration Devices Singapore  
R &D Engineer (Internship)  
January 2009 – June 2009**

**Responsibilities:** To study the crank mechanism analysis in compressors and to create a simulation to enable a simulation programme that would enable deeper understanding for research purposes using Visual Basic programming software

**Achievements:** Successfully created the simulation for the engineers to further analyse the crank mechanism which is created by Visual Basic.

**7. Singapore Civil Defence Force, Civil Defence Academy  
Training/Operations Management Officer  
January 2006 – August 2007**

**Responsibilities:** Head of Department for Training and Operation in Civil Defence Academy. Primary tasks include managing all the training, operation readiness, manpower and logistic aspect for the training camp.

**Achievements:** Successfully implemented the inaugural training course targeted for obese recruits. This course was then implemented for subsequent batches. Being awarded for **Commander's Commendation Award** for overall performance as a Training Management Officer. Obtained Certificate in Fire Engineering.

∞ **EDUCATION** ∞

**Nanyang Technological University  
2007 – 2010**

*Bachelor of Engineering in Mechanical Engineering  
Specializing in Manufacturing and Automation Engineering  
Second Class Lower Honours*

- Underwent Industrial Attachment at Panasonic Refrigeration Devices Pte Ltd as an R&D assistant engineer. Job scope included creating a simulation to provide a deeper understanding for research purposes using Visual Basic programming software.
- Consolidating a final year project entitled "Testing and researching the capabilities of multi – micro CNC machine and Hybrid Tools". The project involved researching of the new concept of hybrid cutters to improve cutting efficiency in manufacturing field and testing as well as analysis of the new cutting concept.

**Diploma in Aeronautical Engineering  
2002 – 2005**

School of Mechanical and Aeronautical Engineering  
Singapore Polytechnic

- Attained distinction grade for the Final Year Project on "Precision manufacturing using CNC for aerospace components".
- Passed 7 papers of Basic equivalent modules for exemptions of the following modules for CAAS Basic Licensing Examination required for aircraft maintenance engineers under Section 7 of the Singapore Airworthiness.



∞ **AWARDS** ∞

- **2023 Attained Advance Certificate in Technical Education Pedagogy (ACTEP)**
- **2022 ITE Care Award**
- **2021 & 2022 Outstanding In Camp Training Award, Singapore Civil Defence Force**
- **2018 & 2019 Top 10% In-Camp Training Award, Singapore Civil Defence Force**
  
- **2016/17 Commander's Award, Singapore Civil Defence Force**  
Commendation award for outstanding performance during in-camp training.
  
- **2015 SCDF Promotion to Captain and good service award.**  
Outstanding performance for in-camp training leading 22A Rescue Battalion to achieve Best Battalion in 2015.
  
- **2014 UTC Award Level II**  
Above expectation improvement for achieving cost savings above USD\$225,000 annually.
  
- **2013 Commander's Award, Singapore Civil Defence Force**  
Commendation award for outstanding performance during in-camp training.
  
- **2007 Commander's Award, Singapore Civil Defence Force**  
For excellent performance as Training Management Officer
  
- **2004 Gold medal, World Skills Competition, Singapore, Singapore Polytechnic**  
CNC Machining category (Turning)
  
- **2004 World Skills Competition**  
GOLD Medal Winner

☞ **EXTRA CURRICULAR ACTIVITIES** ☞

- Organising outdoor activities such as motorbikes tours, hiking, adventure activities
- Singapore Youth Flying Club  
2003 – 2004  
Achieved 1<sup>st</sup> Solo in Flying
- CNC Workshop Assistant  
2004 – 2005  
Researched on machining studies such as surface quality and optimizing of machine parameters
- World Skills Competition (GOLD Medal Winner)
- Island Judo Club(Singapore)  
2007-2011  
Committee member

☞ **SKILLS** ☞

- Pedagogy in Technical Education
- PFMEA Trained
- Logistics Management
- Fluent in Computer-aided Design such as Unigraphics, Solidworks and Mastercam
- Certificate in Shot-Peening Workshop 2012
- Certificate in Fire Engineering
- Proficient in CNC programming software and hardware
- Attained Skydiving Static Line licence
- Attained Open Water Diver Level 2 licence
- Attained class 3 driving and class 2 riding licence

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## NOTICE OF EGM

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**CFM HOLDINGS LIMITED**  
(Company Registration No. 200003708R)  
(Incorporated in the Republic of Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of **CFM Holdings Limited** (the “Company”) will be held at **293 Lor 6 Toa Payoh, SAFRA Toa Payoh, Reef Room, Level 3, Singapore 319387 on 10 February 2025 at 10:00 a.m.** for the purpose of considering and, if thought fit, passing with or without amendment, the ordinary resolutions as set out below.

*All capitalised terms used in this Notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 10 January 2025 (the “Circular”).*

#### **ORDINARY RESOLUTION 1: PROPOSED REMOVAL OF MR. CHIA SENG HEE AS INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM**

That Mr. Chia Seng Hee be removed as the Independent Director of the Company with effect from the date of the EGM, and all necessary steps to be taken to remove him from any and all appointments (whether as director, corporate representative or otherwise) with the Company, its related and/or associated companies including all subsidiaries.

#### **ORDINARY RESOLUTION 2: THE PROPOSED APPOINTMENT OF MR. LIM CHI YUIN, CLARENCE AS INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM**

That Mr. Lim Chi Yuin, Clarence be appointed as an Independent Director of the Company, Chairman of the Remuneration Committee, and member of the Audit Committee and Nominating Committee with effect from the date of the EGM.

#### **ORDINARY RESOLUTION 3: THE PROPOSED APPOINTMENT OF MS. LIN SIJIA AS INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM**

That Ms. Lin Sijia be appointed as an Independent Director of the Company, Chairman of the Audit Committee, and member of the Remuneration Committee and Nominating Committee with effect from the date of the EGM.

#### **ORDINARY RESOLUTION 4: THE PROPOSED APPOINTMENT OF MR. ABDUL KHAIR BIN ABDUL JABAR AS THE LEAD INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM**

That Mr. Abdul Khair bin Abdul Jabar be appointed as the Lead Independent Director of the Company, Chairman of the Nominating Committee, and member of the Audit Committee and Remuneration Committee with effect from the date of the EGM.

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

Lim Fong Li Janet  
Executive Director and Chief Executive Officer

**10 January 2025**

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## NOTICE OF EGM

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### Notes:

1. The members of the Company are invited to attend the EGM physically. **There will be no option for members to participate virtually.** Printed copies of this Circular, Notice of EGM and the Proxy Form will be sent to members. Copies of the Circular are available to members by electronic means via publication on the Company's website at <https://cfmholdings.com/> and on the SGXNET at <https://www.sgx.com/securities/company-announcements>.
2. Members (including Central Provident Fund Investment Scheme members ("**CPF Investors**") and/or Supplementary Retirement Scheme investors ("**SRS Investors**")) may participate in the EGM by:
  - (a) attending the EGM in person;
  - (b) raising questions at the EGM or submitting questions in advance of the EGM; and/ or
  - (c) voting at the EGM (i) themselves personally; or (ii) through their duly appointed proxy(ies).

CPF Investors and SRS Investors who wish to appoint the Chairman of the EGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 27 January 2025 at 10:00 a.m. being seven (7) working days prior to the date of the EGM.

Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the EGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home and consider appoint / appoint a proxy(ies) to attend the EGM. We encourage members to mask up when attending the EGM.

3. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the EGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

4. 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 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 prescribed to it in Section 181(6) of the Companies Act.

5. A member can appoint the Chairman of the EGM as his/her/its proxy **but this is not mandatory.**

If a member wishes to appoint the Chairman of the EGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the EGM as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

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## NOTICE OF EGM

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6. The duly executed Proxy Form must be submitted to the Company in the following manner:
- (a) if submitted by hand or by post, to the registered office of the Company at 3 Ang Mo Kio Street 62 #05-16, Link@AMK, Singapore 569139; or
  - (b) if submitted electronically, be submitted via email to [irc@cfmholdings.com](mailto:irc@cfmholdings.com),

in either case by 8 February 2025 at 10:00 a.m. **Members are strongly encouraged to submit the completed proxy forms electronically by email.**

If a proxy is to be appointed, the instrument appointing the proxy must be signed by the appointer on his/her/ its attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. The Proxy Form has been uploaded together with the Notice of EGM on SGXNet on the same day.

Where the instrument appointing a proxy or proxies is submitted by email, it must be authorised in the following manner:

- (a) by way of the affixation of an electronic signature by the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
- (b) by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.

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

In appointing a proxy, if no specific directions as to voting is given by a member, the proxy/proxies (except where the Chairman of the EGM is appointed as the member's proxy) will vote or abstain from voting at his/ her/their discretion on any matter arising at the EGM and at any adjournment thereof.

The Company shall be entitled to reject a 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 in the instrument (such as in the case where the appointor submits more than one instrument of proxy).

In the case of Shares entered in the Depository Register, a Depositor's name must appear on the Depository Register maintained by CDP as at seventy-two (72) hours before the time fixed for holding the EGM in order for the Depositor to be entitled to appoint the proxy.

### 7. **Member's Queries**

Members may raise questions at the EGM or submit questions related to the resolutions to be tabled for approval at the EGM, in advance of the EGM, in the following manner by 17 January 2025. (the "**Cut-off Time**"):

- (a) in hard copy by sending personally or by post and lodging the same at the registered office of the Company at 3 Ang Mo Kio Street 62 #05-16, Link@AMK, Singapore 569139; or
- (b) by email to [irc@cfmholdings.com](mailto:irc@cfmholdings.com).

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## NOTICE OF EGM

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For verification purposes, when submitting any questions by post or via email, members MUST provide the Company with their particulars (comprising full name (for individuals)/ company name (for corporates), email address, contact number, NRIC/passport number/ company registration number, shareholding type and number of shares held).

The Company will endeavour to address substantial and relevant questions (determined by the Company in its sole discretion) to the resolutions to be tabled for approval at the EGM by way of an announcement to be released on SGXNet and on the Company's website by 6 February 2025 at 10:00 a.m. (being, no later than forty-eight (48) hours before the closing date and time for the lodgement of the Proxy Forms).

Any subsequent clarification sought by members after the Cut-off Time will be addressed at the EGM. Members may also ask questions during the EGM.

The minutes of the EGM will be published on SGXNet within one (1) month after the date of the EGM.

### Personal Data Privacy

By submitting an instrument appointing the proxy(ies) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (a) 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 the preparation and compilation of the attendance lists, minutes and other documents relating to 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, "**Purposes**"), (b) 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 (c) 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.

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*This Notice of EGM has been prepared by the Company and reviewed by the Company's sponsor, Novus Corporate Finance Pte. Ltd. (the "**Sponsor**"), in compliance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalyst.*

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

*The contact person for the Sponsor is Ms. Lin Huiying, Head of Continuing Sponsorship, at 7 Temasek Boulevard, #04-02 Suntec Tower 1, Singapore 038987, telephone (65) 6950 2188.*

## PROXY FORM

### CFM Holdings Limited

(Company Registration No. 200003708R)  
(Incorporated in the Republic of Singapore)

## PROXY FORM

(Please see notes overleaf before completing this Form)

#### IMPORTANT:

1. Scheme (“**CPF Investor**”) and/or Supplementary Retirement Scheme (“**SRS Investor**”) may attend and cast their votes at the EGM personally. CPF and SRS Investors who are unable to attend the EGM but would like to vote, may inform their respective CPF Agent Banks or SRS Operators to appoint the Chairman of the EGM to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the EGM.
2. This Proxy Form is not valid for use by CPF or SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. A relevant intermediary may appoint the Chairman of the EGM to attend the EGM and vote (please see Note 2 for the definition of “**relevant intermediary**”).

I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC / Passport no.)  
of \_\_\_\_\_ (Address)

being a member/members of CFM HOLDINGS LIMITED. (the “**Company**”) hereby appoint:

Name	Proportion of Shareholdings	
	No. of Shares	%
Address		

and/or (delete as appropriate)

Name	Proportion of Shareholdings	
	No. of Shares	%
Address		

or failing which, the Chairman (“**Chairman**”) of the Extraordinary General Meeting (“**EGM**”), as my/our proxy(ies) to attend, speak and vote for \*me/us on \*my/our behalf at the EGM of the Company to be held at 293 Lor 6 Toa Payoh, SAFRA Toa Payoh, Reef Room, Level 3, Singapore 319387 on 10 February 2025 at 10:00 a.m. and at any adjournment thereof.

\*I/We direct \*my/our proxy(ies) to vote for, or against, or abstain from voting on the resolutions to be proposed at the EGM as indicated hereunder.

No.	Resolutions relating to:	For*	Against*	Abstain*
1	To remove Mr. Chia Seng Hee as Independent Director of the Company with effect from the date of the EGM			
2	To appoint Mr. Lim Chi Yui, Clarence as Independent Director of the Company with effect from the date of the EGM			
3	To appoint Ms. Lin Sijia as Independent Director of the Company with effect from the date of the EGM			
4	To appoint Mr. Abdul Khair bin Abdul Jabar as the Lead Independent Director of the Company with effect from the date of the EGM			

\* If you wish to exercise all your votes “For”, “Against” or “Abstain”, please indicate with a “√” in the box provided. Alternatively, please indicate the number of shares as appropriate. If no specific direction as to voting is given, the proxy/proxies (except where the Chairman of the EGM is appointed as my/our proxy) will vote or abstain from voting at his/her/their discretion on any matter arising at the EGM and at any adjournment thereof. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the EGM as my/our proxy for that resolution will be treated as invalid.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025

<b>Total Number of Shares held</b>

\_\_\_\_\_  
Signature(s) of member(s) or Common Seal

**IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS FORM.**

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## PROXY FORM

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### NOTES:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81F of the Securities and Futures Act 2001 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares 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 of shares against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
2. A member of the Company may physically attend and vote at the EGM, or:
  - (a) a member of the Company entitled to attend and vote at the EGM and who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. Where such member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy. If no percentage is specified, the first named proxy shall be deemed to represent 100% of the shareholding and the second name proxy shall be deemed to be an alternate to the first named proxy; and
  - (b) a member of the Company entitled to attend and vote at the EGM and who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the EGM of the Company, but each such 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 one (1) proxy, the number of shares in relation to which each proxy has been appointed shall be specified in the proxy form. In such event, the relevant intermediary shall submit a list of its proxies together with the information required in this proxy form to the Company.

A “**relevant intermediary**” means:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
  - (c) The Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
3. In appointing a proxy, if no specific directions as to voting is given by a member, the proxy/proxies (except where the Chairman of the EGM is appointed as the member’s proxy) will vote or abstain from voting at his/her/their discretion on any matter arising at the EGM and at any adjournment thereof. In the absence of specific direction as to the voting is given by a member, the appointment of the Chairman of the EGM as the member’s proxy for the relevant resolutions will be treated as invalid.
  4. CPF and SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 27 January 2025 at 10:00 a.m. (being at least seven (7) working days before the date of the EGM) to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date.



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## PROXY FORM

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5. A proxy need not be a member of the Company.
6. The duly executed Proxy Form must be submitted to the Company in the following manner:
  - (a) if submitted by hand or by post, to to the registered office of the Company at 3 Ang Mo Kio Street 62 #05-16, Link@AMK, Singapore 569139,
  - (b) if submitted electronically, be submitted via email to [irc@cfmholdings.com](mailto:irc@cfmholdings.com).

in either case by 8 February 2025 at 10:00 a.m. **Members are strongly encouraged to submit the completed proxy forms electronically by email.**

7. This instrument of proxy must be signed by the appointor or of his/her/its attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its common seal or signed on its behalf by a duly authorised officer or attorney.

Where the instrument appointing a proxy or proxies is submitted by email, it must be authorised in the following manner:

- (a) by way of the affixation of an electronic signature by the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
  - (b) by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.
8. Where this instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with this instrument of proxy, failing which this instrument of proxy may be treated as invalid.
  9. A corporation which is a member may authorise by a resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM in accordance with Section 179 of the Companies Act 1967 of Singapore.
  10. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the EGM as the proxy.
  11. In the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairman of the EGM as the proxy lodged if such members are not shown to have shares entered against their names in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.

### PERSONAL DATA PRIVACY:

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 10 January 2025.