

CIRCULAR DATED 15 MARCH 2021

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

If you are in any doubt as to the action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your ordinary shares in the capital of Shanghai Turbo Enterprises Limited (the “**Company**”) held through The Central Depository (Pte) Ltd (the “**CDP**”), you need not forward this Circular to the purchaser or the transferee as arrangements will be made by the CDP for a separate Circular to be sent to the purchaser or the transferee. If you have sold or transferred all your shares represented by physical share certificate(s), you should immediately forward this Circular with the Notice of Extraordinary General Meeting (“**EGM**”) and the accompanying Proxy Form immediately to the purchaser or to the transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness or accuracy of any of the statements made, reports contained or opinions expressed in this Circular.

Due to the current COVID-19 restriction orders in Singapore, Shareholders will NOT be able to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by (a) appointing the Chairman of the EGM as proxy to vote on the resolutions at the EGM; (b) watching the EGM proceedings via live webcast and/or listening to the EGM proceedings via live audio feed; and (c) submitting questions in advance of the EGM. Please refer to Section 7 of this Circular for further information, including the steps to be taken by Shareholders to participate at the EGM.



SHANGHAI TURBO ENTERPRISES LTD.

上海动力发展有限公司

(Incorporated in the Cayman Islands)
(Company Registration No. CT-151624)

CIRCULAR TO SHAREHOLDERS

in relation to

PROPOSED CHANGE OF AUDITORS FROM CROWE HORWATH FIRST TRUST LLP TO RT LLP

IMPORTANT DATES AND TIMES:

Last date and time for lodgment of Proxy Form : Monday, 29 March 2021 at 3.30 p.m.

Date and time of Extraordinary General Meeting : Wednesday, 31 March 2021 at 3.30 p.m.

Place of Extraordinary General Meeting : To be held by electronic means

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DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated:

“Accountants Act”	: Accountants Act (Chapter 2) of Singapore, or any statutory modification or re-enactment thereof for the time being in force
“ACRA”	: The Accounting and Corporate Regulatory Authority of Singapore
“Articles”	: The articles of association of the Company, as amended, modified or supplemented from time to time
“Audit Committee”	: The audit committee of the Company for the time being
“Board”	: The Board of Directors of the Company for the time being
“Cayman Companies Act”	: The Companies Act (2021) of the Cayman Islands
“CDP”	: The Central Depository (Pte) Limited
“Circular”	: This circular dated 15 March 2021 issued by the Company
“Companies Act”	: Companies Act (Chapter 50) of Singapore, or any statutory modification or re-enactment thereof for the time being in force
“Company”	: Shanghai Turbo Enterprises Ltd.
“Crowe Horwath”	: Crowe Horwath First Trust LLP
“CZ3D”	: Changzhou 3D Technology Complete Set Equipment Co., Ltd, the Company’s wholly-owned subsidiary
“Director”	: A director of the Company for the time being
“EGM”	: The extraordinary general meeting of the Company, notice of which is set out on pages N-1 to N-4 of this Circular
“FY”	: Financial year ended or ending 31 December, as the case may be
“Group”	: The Company and its subsidiaries
“Latest Practicable Date”	: 3 March 2021, being the latest practicable date prior to the printing of this Circular
“Listing Manual”	: The listing manual of the SGX-ST, as may be amended, modified or supplemented from time to time
“Memorandum”	: The memorandum of association of the Company, as amended, modified or supplemented from time to time
“PRC”	: People’s Republic of China
“Proposed Change of Auditors”	: The proposed change of auditors of the Company from Crowe Horwath First Trust LLP to RT LLP
“Registration Deadline”	: Has the meaning ascribed to it in Section 7 of this Circular
“RMB”	: The lawful currency of the PRC

DEFINITIONS

“Proxy Form”	:	Has the meaning ascribed to it in Section 7 of this Circular
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of Shares except that where the registered holder is CDP, the term “ Shareholders ” shall, in relation to such Shares, mean the persons to whose securities accounts maintained with CDP are credited with the Shares
“Shares”	:	Ordinary shares in the capital of the Company
“Substantial Shareholder”	:	Has the meaning ascribed to the term in Section 81 of the Companies Act
“S\$”	:	The lawful currency of the Republic of Singapore
“%” or “per cent”	:	Percentage or per centum

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore. The term “**subsidiary**” shall have the meaning ascribed to it in Section 5 of the Companies Act.

The term “**significant**”, in relation to a subsidiary or associated company, shall have the meaning ascribed to it in Rule 718 of the Listing Manual. Under Rule 718 of the Listing Manual, a subsidiary or associated company is considered significant if its net tangible assets represent 20% or more of the Company’s consolidated net tangible assets, or its pre-tax profits account for 20% or more of the Company’s consolidated pre-tax profits.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders.

References to persons shall, where applicable, include corporations.

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

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 Cayman Companies Act, the Companies Act or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Cayman Companies Act, the Companies Act or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

Any discrepancies in the tables in this Circular between the sum of listed amounts and the total thereof shown are due to rounding.

LETTER TO SHAREHOLDERS

SHANGHAI TURBO ENTERPRISES LTD.

上海动力发展有限公司

(Incorporated in the Cayman Islands)
(Company Registration No. CT-151624)

Directors

Mr Hong Yong (Non-Executive Chairman and Lead Independent Director)
Dr Daniel Liu Danjun (Non-Executive Non-Independent Director)
Mr Poh Siew Beng (Non-Executive Independent Director)

Registered Office

Cricket Square,
Hutchins Drive
P.O. Box 2681,
Grand Cayman KY1-1111
Cayman Islands

15 March 2021

To: The Shareholders of Shanghai Turbo Enterprises Ltd.

Dear Sir/Madam

1. INTRODUCTION

- 1.1 The Directors of the Company are convening the EGM to be held by electronic means on 31 March 2021 to seek Shareholders' approval for the Proposed Change of Auditors from Crowe Horwath First Trust LLP to RT LLP by way of ordinary resolution. The Company is also proposing other ordinary resolutions for the approval of Shareholders at the EGM, details of which are set out in the notice of EGM on pages N-1 to N-4 of this Circular.
- 1.2 The purpose of this Circular is to provide Shareholders with the relevant information relating to the Proposed Change of Auditors and to seek Shareholders' approval for the same at the EGM.
- 1.3 This Circular has been prepared solely for the purposes set out herein and may not be relied upon by any persons (other than the Shareholders) for any other purpose.
- 1.4 The Company has appointed Bird & Bird ATMD LLP as the legal adviser to the Company as to Singapore law in relation to the Proposed Change of Auditors. Conyers Dill & Pearman Pte. Ltd. has been appointed as the legal adviser to the Company as to Cayman Islands law.

2. PROPOSED CHANGE OF AUDITORS

2.1 Reasons for the Proposed Change of Auditors

Crowe Horwath have served as the auditors of the Group since the financial year ended 31 December 2009 and have been re-appointed at the annual general meeting of the Company on 30 June 2020 to hold office until the conclusion of the next annual general meeting of the Company. Although Crowe Horwath were re-appointed at the annual general meeting on 30 June 2020, they did not commence the FY2020 audit due to non-payment of the outstanding fees for the FY2019 audit, which amounted to S\$77,671.93 as at the date of Crowe Horwath's completion of the FY2019 audit ("**Outstanding Fees**"). The non-payment of the Outstanding Fees is due to the cash flow issues faced by the Group.

In response to the Company's request for its estimated fees for the FY2020 audit, Crowe Horwath informed the Company that in accordance with regulations on auditors' independence, Crowe Horwath is restricted from commencing any audit planning work (including fee estimation) for the FY2020 audit until the Outstanding Fees are fully settled. Nonetheless, Crowe Horwath stated that they estimate that their fees for the FY2020 audit will be increased as compared to the FY2019 audit due to increases in cost.

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Therefore, the Board proposes to change the Company's auditors before the commencement of the FY2020 audit as the Board believes that a change of auditors will allow the Company to save costs, and better manage its overall business costs and operating cashflow. The Board also believes that a change of auditors would enable the Company to benefit from fresh perspectives and the views of another professional audit firm, thereby further enhancing the value of the audit.

The Audit Committee has considered several reputable audit firms in Singapore, and in reviewing and deliberating on their suitability, has taken into consideration the Audit Quality Indicators Disclosure Framework issued by ACRA and factors such as the adequacy of resources and experience of the audit firms and the audit partner-in-charge to be assigned to the audit, the audit firms' other engagements, the size and complexity of the Group, the number and experience of supervisory and professional staff to be assigned by the audit firms and their proposed audit fees. After evaluation, the Audit Committee has recommended to the Board that RT LLP be appointed as auditors of the Group in place of Crowe Horwath.

The Board and the Audit Committee, having taken into account the Audit Committee's recommendation and the factors considered in their evaluation (including the Audit Quality Indicators Disclosure Framework issued by ACRA), are satisfied that RT LLP will be able to meet the existing needs and audit requirements of the Group. The quality and scope of audit services to be provided by RT LLP will be comparable to those provided by Crowe Horwath and the audit fees proposed by RT LLP for the FY2020 audit would provide total cost savings of approximately S\$18,000 (including estimated out-of-pocket expenses) for the Group, as compared to the total fees for the FY2019 audit (including out-of-pocket expenses) payable to Crowe Horwath. The appointment of RT LLP as the new auditors will not compromise the standard and effectiveness of the audit of the Group.

Given the above reasons, the Board wishes to propose that RT LLP be appointed as auditors of the Company in place of Crowe Horwath. The Board wishes to highlight that the Proposed Change of Auditors is not the result of any disagreement and there will be no changes in the scope of audit.

Crowe Horwath has provided the Company with an official notice of resignation dated 11 March 2021. A copy of the notice of resignation is set out in the Appendix to this Circular.

RT LLP had on 4 March 2021 given their written consent to act as the auditors of the Company, subject to the approval of Shareholders at the EGM. Pursuant to Rule 712(3) of the Listing Manual, the appointment of RT LLP shall be specifically approved by shareholders at an EGM. The appointment of RT LLP as the auditors of the Company will take effect upon receipt of Shareholders' approval, and if appointed, RT LLP will hold office until the conclusion of the next annual general meeting of the Company. In order to mitigate any threats to its independence and to ensure its compliance with the ACRA Ethics Pronouncement (EP) Code, RT LLP has requested that 80% of its audit fees for the FY2020 audit be payable at the time of signing of its engagement letter, prior to commencement of the audit work.

The Board wishes to express its appreciation for the past services rendered by Crowe Horwath. The Outstanding Fees will be fully settled by the Group as soon as practicable, when the cash flow position of the Group permits such payment.

2.2 Information on RT LLP and the Audit Partner-in-Charge

The information on RT LLP and the Audit Partner-in-Charge below was provided to the Company by RT LLP. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

RT LLP started as a partnership operating under the name of Soh, Wong & Partners in 1985. Over the years, the partnership acquired other practices. In 2000, it changed its name to LTC & Associates, and it converted to a limited liability partnership (LLP) in 2008 with the approval of ACRA. With that conversion, it changed its name to LTC LLP. In August 2013, with re-branding,

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the firm changed its name from LTC LLP to RT LLP with the vision to focus on high value clients with complex advisory needs and to develop an ASEAN strategy with a regional focus. RT LLP has acted as statutory auditors for more than 70 companies listed on SGX-ST over the years. It currently acts as the statutory auditors for 10 companies listed on SGX-ST.

RT LLP has been a member of one of the top global accounting associations, BKR International since the late 1980s. BKR International was formed in 1989 as the result of a merger of National CPA Group, based in the United States of America, and several members of the primarily European DHR International. It has a combined strength of more than 160 independent accounting and business advisory firms in over 500 offices and 80 countries. The member firms are monitored at regular intervals to ensure that standards are maintained. BKR International was ranked sixth in the International Accounting Bulletin's (IAB) 2020 World Survey for global associations.

RT LLP is also a leading, well established and dynamic public accounting practice in Singapore that is a member of RT ASEAN, which is a network of multi-disciplinary business solution providers. RT ASEAN was founded by RT LLP. RT ASEAN, headquartered in Singapore, is the first global professional network in Asia to be recognised as a member of Forum of Firms. To-date, RT ASEAN is the only Asian network recognised and admitted as a member of the Forum of Firms.

The Forum of Firms is an association of networks of international accounting firms that perform transnational audits. Members of the Forum have committed to adhere to and promote the consistent application of high-quality audit practices worldwide, including the use of International Standards on Auditing, and the maintenance of appropriate quality control standards in accordance with International Standards on Quality Control issued by the International Auditing and Assurance Standards Board. Through their organisations, members also conduct globally coordinated internal quality assurance reviews on a regular basis and have policies and methodologies that conform to the Code of Ethics for Professional Accountants. The Transnational Auditors Committee is the Executive Committee of the Forum of Firms and a committee of the International Federation of Accountants.

All partners and directors of RT LLP are experienced in cross-border work, and have developed considerable expertise in advising individuals, owner-managers, small and medium-sized businesses, public sector entities and/or listed companies. The partners, directors and staff of RT LLP are from diverse geographic cultural, academic and professional backgrounds with a shared purpose of striving for excellence in the delivery of public accounting and other professional services. Its team of qualified and experienced professionals endeavour to deliver unique and pragmatic solutions that are tailored to specific requirements of its clients and to meet statutory obligations. Currently, RT LLP in Singapore, has 3 audit partners, 5 directors and about 50 professional staff.

RT LLP was subjected to the Practice Monitoring Program reviews by ACRA and the firm has passed the firmwide review with general points for improvement and received no adverse feedback or findings from all previous inspections, with the most recent in 2019.

For information about RT LLP, please visit <http://www.rt-ca.com>.

For information on RT ASEAN, please visit: <https://rtasean.com>.

For information on Forum of Firms and RT ASESN membership, please visit: <https://www.ifac.org/who-we-are/committees/transnational-auditors-committee-forum-firms>.

For information on BKR International, please visit: <https://bkr.com>.

RT LLP will assign a team comprising three partners (including a lead engagement partner, an engagement quality control & advisory partner), one director, one manager, one senior and two associates with respect to the audit of the Group.

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Mr Arumugam Ravintran (“**Mr Arumugam**”), who is the Chief Executive Officer and Managing Partner of RT LLP, will be the Audit Partner-in-Charge. He is a Fellow Member of the Institute of Singapore Chartered Accountants (ISCA) and holds a FCA (Singapore) title. He is a certified Public Accountant under the Accountants Act and approved by ACRA. He is also a Fellow Chartered Accountant with the Institute of Chartered Accountants in England & Wales, a Fellow of CPA Australia and ASEAN CPA, and an Accredited Tax Advisor with the Singapore Institute of Accredited Tax Professionals. He holds a Specialised Honours degree (member of Dean’s Honour Roll) in Business Administration from Schulich School of Business at York University, in Toronto, Canada. He was awarded In-House Scholarship by the University for academic excellence.

Mr Arumugam has been in the profession for more than 30 years and has a wide range of experience in the various fields of finance. He advises on matters of corporate finance, including mergers and acquisitions, valuation of businesses, due diligence and business restructuring, amongst others. He has also advised on forensic work involving accounting irregularities and interpretation of technical concepts and accounting standards. He is often called upon by law firms to provide his expert views and opinions and has appeared in courts to provide evidence as expert witness. He has been involved in litigation support work throughout his career. He has been the engagement partner of a number of SGX-ST listed companies. Both Mr Arumugam and RT LLP have experience in auditing companies with similar business activities as the Group (i.e., which are in the precision engineering industry).

In the earlier part of Mr Arumugam’s career, he spent 5 years in Singapore Telecommunications (SingTel) as Finance Director of International Finance looking into SingTel’s acquisitions overseas. During the mid-1990s, as an Audit Manager in Deloitte, Singapore, he worked on a variety of assignments ranging from audit of large multinational corporations, initial public offerings, due diligences, investigative accounting and expert witness matters, among others.

Mr Arumugam has led major audit engagements such as the statutory audit of listed entities on the New York Stock Exchange, London Stock Exchange, government projects and other listed companies in Singapore. He has headed a number of cross border assignments and advises on a variety of financial matters such as rights issues, corporate funding matters, acquisitions, due diligence, business plans and valuations. He started his career in 1986 in London with a large accounting firm, where he trained and qualified as a Chartered Accountant. He was awarded the Member’s Recognition Award by the Institute of Chartered Accountants in England & Wales for his contributions to the profession.

Currently, Mr Arumugam serves in the Panel of Financial Experts to the Family Justice Courts. He is a Board Member and Deputy Chairman of ISCA Cares, the charity arm of the Institute of Singapore Chartered Accountants. He is a panel member of the Disciplinary and Complaints Committee of ISCA. He is the Executive Chairman of RT ASEAN and a member of the EXCO of RT ASEAN.

In the past he has served in the Continuing Professional Education Committee, Corporate Governance Committee, Financial Statements Review Committee and Auditing and Assurance Standards Board. Mr Arumugam was a Board Member of the Hindu Advisory Board (Statutory Board), an appointment by the Minister. He was also the Vice Chairman of the Audit Committee of the Hindu Endowments Board.

Mr Arumugam was inspected by ACRA’s Practice Monitoring Program and passed all previous inspections, with the most recent in 2019.

2.3 Requirements under Rules 712 of the Listing Manual

RT LLP is an audit firm registered with ACRA and approved under the Accountants Act. The Board, having taken into account various factors, including the following:

- (a) the fee structure and the adequacy of the resources and experience of RT LLP;

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- (b) the audit partner-in-charge assigned to the audit;
- (c) the other audit engagements of RT LLP;
- (d) the size and complexity of the Group's operations; and
- (e) the number and experience of supervisory and professional staff assigned to the audit of the financial statements of the Company and the Group,

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

2.4 Requirements under Rule 715 of the Listing Manual

Upon receipt of Shareholders' approval of the Proposed Change of Auditors, RT LLP will become the auditors of the Company. The Group does not have any Singapore-incorporated subsidiaries or associated companies.

The Board further confirms that the Group has engaged a suitable audit firm, Earnest Advisory (Shanghai) Co., Ltd, ("**EA Shanghai**") for its PRC subsidiary, CZ3D. EA Shanghai is one of the founding members of RT ASEAN, and is a firm that is registered in accordance with the "The People's Republic of China Certified Public Accountants" and Minister of Finance Order No.24 of the provisions of the Shanghai Municipal Bureau of Finance.

There will be no change to the auditors of the Group's Hong Kong subsidiary, Best Success (Hong Kong) Limited, which is currently audited by S. W. Chan & Co, Hong Kong. The Group does not have any foreign-incorporated associated companies.

RT LLP will audit the Group's subsidiaries for consolidation purposes in forming an opinion on the Group.

In view of the above, the Board is of the opinion that Rule 715 of the Listing Manual has been complied with.

2.5 Confirmations pursuant to Rule 1203(5) of the Listing Manual

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

- (a) the outgoing auditors, Crowe Horwath, have confirmed that except for matters described in the basis of disclaimer of opinion section of Crowe Horwath's audit report dated 8 June 2020 and the Outstanding Fees, they are not aware of any professional reasons why RT LLP should not accept the appointment as auditors of the Company;
- (b) the Company confirms that there were no disagreements with Crowe Horwath on the Company's FY2019 audited financial statements and/or accounting treatments within the last 12 months up to the date of this Circular;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders and which have not been disclosed in this Circular;
- (d) the specific reasons for the Proposed Change of Auditors are disclosed in Section 2.1 of this Circular; and
- (e) as set out in Sections 2.3 and 2.4 of this Circular, the Company confirms that it is in compliance with Rules 712 and 715 of the Listing Manual in relation to the appointment of RT LLP as the new auditors of the Company.

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3. AUDIT COMMITTEE'S RECOMMENDATION

The Audit Committee has reviewed and deliberated on the Proposed Change of Auditors and recommended the change of auditors to RT LLP after taking into consideration and having satisfied itself of the suitability of RT LLP and compliance with the requirements of the Listing Manual.

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and Substantial Shareholders in the Shares, as recorded in the Register of Directors' Shareholdings and the Register of Substantial Shareholders kept by the Company, respectively, as at the Latest Practicable Date are as follows:

	Direct Interest		Deemed Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Directors				
Cheah Kian Choong	–	–	–	–
Hong Yong	–	–	–	–
Daniel Liu Danjun	–	–	–	–
Poh Siew Beng	–	–	–	–
Substantial Shareholders				
Liu Ming	8,240,000	29.98	–	–
Allport Limited	7,464,340	27.18	–	–
Asuka DBJ Investments Co., Ltd ⁽²⁾	–	–	7,464,340	27.18
Mercuria Investments Co., Ltd ⁽³⁾	–	–	7,464,340	27.18
Mamoru Taniya ⁽⁴⁾	–	–	7,464,340	27.18
Yugen Kaisha Simon Murray and Company Japan ⁽⁵⁾	3,300,000	12.01	–	–
Yonehara Shinichi	–	–	3,300,000	12.01
Lin Chuanjun	2,296,850	8.36	–	–

Notes:

- (1) Based on the issued share capital of the Company comprising 27,468,473 Shares, as at the Latest Practicable Date.
- (2) Asuka DBJ Investments LPS is the registered holder of all the issued shares of Allport Limited.
- (3) Mercuria Investments Co., Ltd., formerly known as AD Capital Co., Ltd is the general partner of Asuka DBJ Investment LPS.
- (4) Manoru Taniya is a 37.80% shareholder of Allport Limited. By virtue of Section 4 of the Securities and Future Act, Cap. 289, of Singapore, Mamoru Taniya is deemed to be interested in the shares of the Company held by Allport Limited.
- (5) Yugen Kaisha Simon Murray And Company Japan is wholly-owned by Yonehara Shinichi.

Save as disclosed in this Circular and save for any Shares which they may hold (whether directly or indirectly), none of the Directors or, to the best of the Company's knowledge, the Substantial Shareholders of the Company have any interest, direct or indirect, in the Proposed Change of Auditors.

LETTER TO SHAREHOLDERS

5. DIRECTORS' RECOMMENDATION

Having fully considered the rationale and benefit of the Proposed Change of Auditors and the recommendation of the Audit Committee, the Directors are of the opinion that the Proposed Change of Auditors is in the best interests of the Company, and accordingly, recommend that Shareholders vote in favour of the ordinary resolution in respect of the Proposed Change of Auditors to be proposed at the EGM.

Shareholders who may require specific advice should consult his or her stockbroker, bank manager, solicitor, accountant, or other professional adviser(s).

6. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-4 of this Circular, will be held by electronic means on Wednesday, 31 March 2021 at 3.30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the ordinary resolutions set out in the notice of EGM.

The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meeting for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

Due to the current COVID-19 restriction orders in Singapore, Depositors and Shareholders (“Members”) will **not** be allowed to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Members to participate at the EGM by (a) watching the EGM proceedings via live webcast or listening to the EGM proceedings via live audio feed, (b) submitting questions in advance of the EGM, and/or (c) voting by appointing the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. Please see paragraphs I to III below for these alternative arrangements.

I. To vote at the virtual EGM

Members (whether individual or corporate) who wish to exercise their votes must submit their Scrip Proxy Form or Depositor Proxy Form (as applicable) appointing the Chairman of the EGM (“Proxy Form”) to vote on their behalf.

Members (whether individual or corporate) appointing the Chairman of the EGM as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

The completed and signed Proxy Form can be submitted to the Company in hard copy form or by email:

- (a) if the Proxy Form is in hard copy and sent personally or by post, by depositing the duly completed Proxy Form at the office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower Singapore 048623; or
- (b) if submitted electronically, by scanning and submitting the duly completed Proxy Form via email to the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at SRS.TeamE@boardroomlimited.com,

in either case, by 3.30 p.m. on 29 March 2021.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Members to submit completed Proxy Forms personally or by post, Members are strongly encouraged to submit the completed Proxy Forms electronically via email.

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II. Registration for the live webcast

Members will be able to watch the EGM proceedings through a live webcast via their mobile phones, tablets or computers or listen to the EGM proceedings through a live audio feed via telephone.

Members who wish to attend the EGM via webcast are required to pre-register at the following website:

<https://globalmeeting.bigbangdesign.co/stegm2021/>

by 3.30 p.m. on 26 March 2021 (the “**Registration Deadline**”),

to enable the Company to verify their status as Members. Following the verification, authenticated Members will receive an email by **3.30 p.m. on 30 March 2021**, containing user ID and password details as well as the link to access the webcast of the EGM. Please do not disclose your ID or password details to persons who are not entitled to attend the EGM. Your presence via webcast shall be taken as attendance at the EGM.

Members who have registered by the Registration Deadline but do not receive an email by **3.30 p.m. on 30 March 2021** should contact the Company for assistance via email to SRS.TeamE@boardroomlimited.com.

The Company advises all Members to register as early as possible.

III. Submission of Questions

Members who pre-register to watch the live webcast or listen to the live audio feed may also submit questions related to the resolutions to SRS.TeamE@boardroomlimited.com **by the Registration Deadline**.

Please note that Members will **not** be able to ask questions “live” during the webcast and the audio feed. It is therefore important for Members to pre-register their participation and submit their questions early.

The Company will address all substantial questions relating to the resolutions at the EGM or by releasing an announcement on the SGXNET.

Subsequent to the EGM, the Company will publish the minutes of the EGM via SGXNET within one (1) month after the date of EGM.

The Company would remind Members that, with the constantly evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Members are encouraged to check the Company’s announcement regularly for any updates on the EGM.

The Company wishes to thank all Members for their patience and co-operation in enabling the Company to hold the EGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

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 Proposed Change of Auditors, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in 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.

LETTER TO SHAREHOLDERS

9. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the registered office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower Singapore 048623 (with prior appointment) during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the annual report of the Company for the financial year ended 31 December 2019;
- (b) the Memorandum and Articles of Association of the Company;
- (c) the notice of resignation from Crowe Horwath dated 11 March 2021;
- (d) the professional clearance letter issued by Crowe Horwath to RT LLP dated 11 March 2021; and
- (e) the consent to act as auditors of the Company from RT LLP dated 12 March 2021.

In light of the prevailing regulations due to the COVID-19 situation, any Shareholder who wishes to inspect the documents should contact the Company's Singapore Share Transfer Agent via email at SRS.TeamE@boardroomlimited.com or telephone at (65) 6536 5355 at least three (3) working days in advance to make a prior appointment to attend at the registered office of the Company's Singapore Share Transfer Agent to inspect the documents. Shareholders will need to identify themselves by stating his/her/its full name as it appears on his/her/its CDP/CPF/SRS share records, contact number and NRIC/Passport/UEN number and state the manner in which he/she/it holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

Yours faithfully

For and on behalf of the Board of Directors of
SHANGHAI TURBO ENTERPRISES LTD.

Hong Yong
Non-Executive Chairman and Lead Independent Director

APPENDIX – NOTICE OF RESIGNATION OF CROWE HORWATH FIRST TRUST LLP



11 March 2021

Crowe Horwath First Trust LLP
9 Raffles Place
#19-20 Republic Plaza Tower 2
Singapore 048619
Main +65 6221 0338
www.crowe.sg

The Board of Directors
Shanghai Turbo Enterprises Ltd.
No. 9 Yinghua Road
Zhonglou Economic Development Zone
Changzhou City
Jiangsu Province
213016 China

Attention: Mr. Hong Yong

Dear Sirs

SHANGHAI TURBO ENTERPRISES LTD.

We refer to your letter dated 1 February 2021.

In view of the Company's decision to change auditors, this letter serves as our formal notice of resignation as auditors of Shanghai Turbo Enterprises Ltd., which is to take effect at the General Meeting when another auditor is appointed.

Please be informed that our professional fee under **Invoice No. AU2000467** amounting to **S\$50,000** and **Invoice No. AU2000594** amounting to **S\$20,000** is long overdue. We would appreciate an early settlement as soon as possible.

We take this opportunity to thank you for your co-operation and kind support accorded to us during the course of our appointment as auditors of the Company. We wish you the very best in all your future endeavours.

Yours faithfully

CROWE HORWATH FIRST TRUST LLP

CROWE HORWATH FIRST TRUST LLP

NOTICE OF EXTRAORDINARY GENERAL MEETING

SHANGHAI TURBO ENTERPRISES LTD.

上海动力发展有限公司

(Incorporated in the Cayman Islands)
(Company Registration No. CT-151624)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Shanghai Turbo Enterprises Ltd. (the “**Company**”) will be held by electronic means on Wednesday, 31 March 2021 at 3.30 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:-

*All capitalised terms in this notice which are not defined herein shall have the same meaning as ascribed to them in the Company’s circular to the Shareholders of the Company dated 15 March 2021 (the “**Circular**”).*

ORDINARY RESOLUTION 1 – PROPOSED CHANGE OF AUDITORS

That:

- (a) the resignation of Crowe Horwath First Trust LLP as auditors of the Company be and is hereby noted and accepted and that RT LLP, having consented to act, be and are hereby appointed as auditors of the Company in place of Crowe Horwath First Trust LLP and to hold office until the conclusion of the next annual general meeting of the Company, at such remuneration and on such terms to be agreed between the Directors of the Company and RT LLP (the “**Proposed Change of Auditors**”); and
- (b) the Directors of the Company and each of them be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or this Resolution.

Notes to Resolution 1:

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

- (a) *the outgoing auditors, Crowe Horwath, have confirmed that except for matters described in the basis of disclaimer of opinion section of Crowe Horwath’s audit report dated 8 June 2020 and the Outstanding Fees, they are not aware of any professional reasons why RT LLP should not accept the appointment as auditors of the Company;*
- (b) *the Company confirms that there were no disagreements with Crowe Horwath on the Company’s FY2019 audited financial statements and/or accounting treatments within the last 12 months up to the date of this Circular;*
- (c) *the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders and which have not been disclosed in the Circular;*
- (d) *the specific reasons for the Proposed Change of Auditors are disclosed in Section 2.1 of the Circular; and*
- (e) *as set out in Sections 2.3 and 2.4 of the Circular, the Company confirms that it is in compliance with Rules 712 and 715 of the Listing Manual in relation to the appointment of RT LLP as the new auditors of the Company.*

NOTICE OF EXTRAORDINARY GENERAL MEETING

ORDINARY RESOLUTION 2 – ADDITIONAL DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

To approve the payment of additional Directors’ Fees of RMB150,000 for the financial year ended 31 December 2019 (“**FY2019**”).

Explanatory Notes to Resolution 2: This Resolution is to seek shareholders’ approvals for the additional Directors’ Fees of RMB150,000 for the financial year ended 31 December 2019. The additional Directors’ Fees were due to the increase of directors from 4 to 6 in FY2019 and the time and efforts spent by the directors to understand and resolving the Company’s current financial and operations situations.

ORDINARY RESOLUTION 3 – DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

To approve the payment of Directors’ Fees of RMB1,950,000 for the financial year ended 31 December 2020. (FY2019: RMB1,625,000)

ORDINARY RESOLUTION 4 – DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2021

To approve the payment of Directors’ Fees of RMB1,125,000 for the financial year ending 31 December 2021.

ORDINARY RESOLUTION 5 – AUTHORITY TO ALLOT AND ISSUE SHARES

That pursuant to the Articles and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company (“**shares**”) whether by way of rights or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (2) (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards; and
 - (c) any subsequent consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Articles of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

Explanatory Notes to Resolution 5: This Resolution, if passed, will empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders. For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards and any subsequent consolidation or subdivision of shares.

By Order of the Board

Hong Yong
Non-Executive Chairman and Lead Independent Director

15 March 2021

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:-

General

1. The Extraordinary General Meeting (“**EGM**”) is being convened, and will be held, by electronic means pursuant to the Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period and checklist jointly issued by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation on 13 April 2020, which are based on the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Circular. Members are advised to refer to Section 7 of the Circular for the steps to be taken by members to participate at the EGM..

Participation in the EGM proceedings

3. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.** Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which, the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.
4. The Chairman of the EGM, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time fixed for the EGM; or
 - (b) if submitted electronically, be submitted via email to the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at SRS.TeamE@boardroomlimited.com ;

in either case, by 3.30 p.m. on 29 March 2021.

In view of the current Covid-19 situation and the related safe distancing measures, members are strongly encouraged to submit completed proxy forms electronically via email.

6. The Company shall be entitled to, and will, treat any valid instrument appointing the Chairman of the EGM as proxy(ies) which was delivered by a member to the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. before 3.30 p.m. on 29 March 2021 as a valid instrument appointing the Chairman of the EGM as the member’s proxy to attend, speak and vote at the EGM if:
 - (a) the member had indicated how he/she/it wished to vote for or vote against or abstain from voting on each resolution; and
 - (b) the member has not withdrawn the appointment.
7. The Circular may be accessed at the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company or a Depositor, as the case may be (i) consents to the collection, use and disclosure of the member or Depositor’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member or a Depositor discloses the personal data of the member or Depositor’s proxy(ies) and/or representative(s) to the Company (or its agents), the member or Depositor has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member or Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member or Depositor’s breach of warranty.