

CIRCULAR DATED 2 NOVEMBER 2021

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

IF YOU ARE IN DOUBT ABOUT ITS CONTENTS OR THE ACTION THAT YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

If you have sold or transferred all your ordinary shares in the capital of Camsing Healthcare Limited (the “**Company**”) through the Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular to the purchaser or transferee as CDP will arrange for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your shares which are not deposited with CDP, you should forward this Circular together with the Notice of Extraordinary General Meeting and the enclosed Proxy Form immediately to the purchaser or the transferee or to the stockbroker, bank or agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

Terms appearing on the cover of this Circular bear the same meanings as defined in this Circular.

This Circular has been made available on SGXNet and may be accessed at the URL: <http://www.sgx.com/securities/company-announcements>. A printed copy of this Circular, the Notice of EGM and the Proxy Form will NOT be despatched to Shareholders.

Pursuant to the **COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020**, alternative arrangements have been put in place to allow Shareholders 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 proxy at the EGM.



**CAMSING
HEALTHCARE**

CAMSING HEALTHCARE LIMITED
(Company Registration No. 197903888Z)
(Incorporated in the Republic of Singapore)

**CIRCULAR TO SHAREHOLDERS
IN RELATION TO**

**THE PROPOSED CHANGE OF AUDITOR FROM DELOITTE & TOUCHE LLP TO CROWE
HORWATH FIRST TRUST LLP**

IMPORTANT DATES AND TIMES

- Last date and time for lodgement of Proxy Form : 15 November 2021 at 9.30 a.m.
- Date and time of Extraordinary General Meeting : 17 November 2021 at 9.30 a.m.
- Place of Extraordinary General Meeting : The Extraordinary General Meeting will be held by way of electronic means in the manner as set out in the Notice of EGM at Page N-1 of this Circular

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CORPORATE INFORMATION

BOARD OF DIRECTORS : Liu Hui (Executive Director)
Yeo Choon Tat (Independent Non-Executive Director)

COMPANY SECRETARY : Lim Kok Meng

REGISTERED OFFICE : 24 Raffles Place
#20-03 Clifford Centre
Singapore 048621

LEGAL ADVISER TO THE COMPANY : **Altum Law Corporation**
160 Robinson Road
#26-06 SBF Center
Singapore 068914

DEFINITIONS

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

“ACRA”	: The Accounting and Corporate Regulatory Authority of Singapore
“Act”	: The Companies Act (Chapter 50) of Singapore, as may be amended, modified or supplemented from time to time
“AGM”	: Annual general meeting of the Company
“Announcement”	: Announcement dated 6 October 2021 in relation to the Proposed Change of Auditor
“Application”	: Has the meaning as ascribed it in Section 2.1 of this Circular
“Application for Reconsideration”	: Has the meaning ascribed to it in Section 2.1 of this Circular
“Audit Committee”	: The Audit Committee of the Company as at the date of this Circular
“Audit Matters”	: Has the meaning ascribed to it in Section 2.1 of this Circular
“Board”	: The board of Directors of the Company
“CDP”	: The Central Depository (Pte) Limited
“Circular”	: This circular to Shareholders dated 2 November 2021
“Company”	: Camsing Healthcare Limited
“Constitution”	: The constitution of the Company as may be amended, modified or supplemented from time to time
“Contracted Audit Fee”	: Has the meaning ascribed to it in Section 2.1 of this Circular
“Crowe”	: Crowe Horwath First Trust LLP
“Deloitte”	: Deloitte & Touche LLP
“Director”	: A director of the Company (whether executive or non-executive) as at the date of this Circular and the term “Directors” shall be construed accordingly
“Disputed Fees”	: Comprise the Remaining Contracted Audit Fee and the Proposed Additional Fee
“EGM” or “Extraordinary General Meeting”	: The extraordinary general meeting of the Company to be held at 9.30 a.m. on 17 November 2021 by way of electronic means (via LIVE WEBCAST and AUDIO ONLY MEANS), notice of which is set on pages N-1 to N-4 of this Circular
“FY2019”	: The financial year ended 31 January 2019
“FY2019 Audit”	: Has the meaning ascribed to it in Section 2.1 of this Circular
“Group”	: Collectively, the Company and its subsidiaries

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“Latest Practicable Date”	:	The latest practicable date prior to the issue of this Circular, being 28 October 2021
“Listing Manual”	:	The listing manual of the SGX-ST
“NOCs”	:	Has the meaning ascribed to it in Section 2.5(a) of this Circular
“Notice of EGM”	:	The notice of EGM as set out on pages N-1 to N-4 of this Circular
“Ordinary Resolution”	:	A resolution to be passed by more than 50% of Shareholders present and voting either in person or by proxy at the EGM, as set out in the Notice of EGM
“Proposed Additional Fee”	:	Has the meaning ascribed to it in Section 2.1 of this Circular
“Proposed Change of Auditor”	:	The proposal to appoint Crowe as the auditor of the Relevant Group Companies following the resignation of Deloitte
“Proxy Form”	:	The proxy form in respect of the EGM as set out in this Circular
“Register of Members”	:	The register of members of the Company
“Relevant Group Companies”	:	Has the meaning ascribed to it in Section 2.1 of this Circular
“Remaining Contracted Audit Fee”	:	Has the meaning ascribed to it in Section 2.1 of this Circular
“Securities Account”	:	A securities account maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent
“Securities and Futures Act” or “SFA”	:	The Securities and Futures Act (Chapter 289) of Singapore, as may be amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of Shares in the Register of Members, except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, mean persons named as Depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited
“Shares”	:	Ordinary shares in the capital of the Company
“Special Auditor”	:	RSM Corporate Advisory Pte. Ltd.
“Substantial Shareholder”	:	A person (including a corporation) who has an interest or interests in one or more voting shares in the Company, and the votes attached to that share, or those shares, is not less than five per cent. (5%) of the total votes attached to all the voting shares in the Company
“S\$” and “cents”	:	Singapore dollars and cents, respectively, the lawful currency of the Republic of Singapore

DEFINITIONS

- “Written Statement”** : Deloitte’s notice of resignation to the Company dated 28 July 2021, stating, *inter alia*, its reasons for resignation, as set out in **Appendix A** of this Circular
- “%” or “per cent.”** : Per centum or percentage

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them, respectively, in Section 81SF of the SFA or any statutory modification thereof, as the case may be.

The term **“subsidiary”** shall have the meaning ascribed to them in Section 4 and Section 5 of the Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the one gender shall, where applicable, include all other and neuter genders. References to “persons” shall, where applicable, include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Act, the SFA, Listing Manual or any statutory modification thereof and used in this Circular shall, where applicable, have the meanings ascribed to it under the Act, the SFA, Listing Manual or any modification thereof, as the case may be, unless otherwise provided.

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

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “expect”, “anticipate”, “believe”, “estimate”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “if”, “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements.

Shareholders should not place undue reliance on such forward-looking statements. Further, the Company disclaim any responsibility to update or revise any forward-looking statements for any reason, even if new information becomes available or other events occur in the future, subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any other regulatory or supervisory body or agency.

LETTER TO SHAREHOLDERS

CAMSING HEALTHCARE LIMITED

(Company Registration No. 197903888Z)
(Incorporated in the Republic of Singapore)

Directors:

Ms Liu Hui (Executive Director)
Mr Yeo Choon Tat (Independent Non-Executive Director)

Registered Office:

24 Raffles Place
#20-03 Clifford Centre
Singapore 048621

Date: 2 November 2021

To: The Shareholders of Camsing Healthcare Limited

Dear Shareholder,

THE PROPOSED CHANGE OF AUDITOR

1. INTRODUCTION

- 1.1 As announced by the Company in the Announcement, the Board is proposing to convene the EGM to seek approval from Shareholders for the Proposed Change of Auditor as an Ordinary Resolution.
- 1.2 The purpose of this Circular is to provide Shareholders with information relating to the Proposed Change of Auditor and the rationale thereof, and to seek Shareholders' approval at the EGM to be held by way of electronic means at 9.30 a.m. on 17 November 2021. The Notice of EGM is set out on pages N-1 to N-4 of this Circular.
- 1.3 The SGX-ST assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.
- 1.4 Altum Law Corporation has been appointed as the legal adviser to the Company in relation to Singapore law for the Proposed Change of Auditor.

2. THE PROPOSED CHANGE OF AUDITOR

2.1 Background

Deloitte has been the auditor of the Company and its Singapore-incorporated subsidiaries, Nutra-Source Pte. Ltd., Nature's Farm Pte Ltd, William Jacks & Company (Singapore) Pte. Ltd. and Wismer Automation (Singapore) Pte. Ltd. (collectively, the "**Relevant Group Companies**") since the financial year ended 31 January 2014. Deloitte was last re-appointed as auditor of, *inter alia*, the Company at the AGM held on 28 May 2018. The terms of the audit of the financial statements for FY2019 were set out in Deloitte's audit engagement letter dated 2 November 2018 which includes, *inter alia*, the amount of audit fees for FY2019 ("**Contracted Audit Fee**"). In this connection, the Company had paid the first 50% of the Contracted Audit Fee to Deloitte in or around May 2019.

On 29 March 2019, the trading of the Company's Shares was suspended by the SGX-ST pursuant to Rule 1303(5) of the Listing Manual and subsequent thereto, on 23 April 2019, the Company appointed the Special Auditor to investigate into certain matters ("**Audit Matters**") then raised by Deloitte in connection with their audit of the financial statements of the Company for FY2019 ("**FY2019 Audit**"). The FY2019 Audit was suspended in or around March 2019. The

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report of the Special Auditor was released on 1 September 2020.

Following the release of the report of the Special Auditor, the Company invited Deloitte to urgently resume and complete the audit of the financial statements of the Relevant Group Companies for FY2019 so that it could present such audited financial statements to the Shareholders at a general meeting. In this connection, Deloitte requested that the Company forthwith pay in full the remaining 50% of the Contracted Audit Fee for FY2019 Audit ("**Remaining Contracted Audit Fee**") before it would resume its FY2019 Audit. In addition, Deloitte sought additional audit fees which were purportedly meant to cover their cost overruns and estimated costs to complete the FY2019 Audit ("**Proposed Additional Fee**"). Deloitte informed the Company that any failure to pay the Remaining Contracted Audit Fee in full and to agree to its Proposed Additional Fee would pose a threat to Deloitte's independence which would impede its ability to resume and complete the FY2019 Audit. The Company did not accede to Deloitte's request.

In view of the above, on 14 July 2021, the Company notified Deloitte of its intention to change auditors for purposes of audit of the financial statements for FY2019. On 28 July 2021, Deloitte gave the Company the Written Statement, informing the Company that it had on the same day applied to ACRA for consent to its resignation as auditor of the Relevant Group Companies ("**Application**") on the basis of a potential independence threat due to unresolved issues relating to the Disputed Fees for the FY2019 Audit.

However, on 13 August 2021, Deloitte's Application was rejected by ACRA as ACRA was not satisfied that the reasons submitted by Deloitte constituted exceptional circumstances to justify its intended resignation. ACRA directed Deloitte to follow through the Audit Matters it had identified and to complete the FY2019 Audit. ACRA further urged Deloitte to work with the Company to resolve the Disputed Fees issue. Following this, the Company endeavored to work with Deloitte on the timeline to resume and complete the FY2019 Audit as well as on the Disputed Fees issue. However, parties still could not come to an agreement. On 3 September 2021, Deloitte made a further application to ACRA to seek ACRA's reconsideration of Deloitte's desire to resign as auditors of the Relevant Group Companies ("**Application for Reconsideration**"). On 6 September 2021, the Company also wrote to ACRA, inviting it to consent to Deloitte's Application for Reconsideration so that the Company could proceed to urgently appoint a new auditor to carry out and complete the long overdue FY2019 Audit, which has, among other things, caused several regulatory breaches on the part of the Relevant Group Companies. On 23 September 2021, pursuant to its letter of even date, ACRA approved Deloitte's resignation as auditor of the Relevant Group Companies, subject to, *inter alia*, the satisfaction of certain conditions on the part of Deloitte relating to the transition arrangements between Deloitte and the new auditor.

In accordance with Section 205AB(5) of the Act and the written approval from ACRA, the resignation of Deloitte as auditor took effect on 23 September 2021.

2.2 **Reasons for the Proposed Change of Auditor and Compliance with Rule 712 of the Listing Manual**

Following Deloitte's resignation, the Company proposes to appoint Crowe as the auditor of the Relevant Group Companies to audit the financial statements for FY2019.

Having reviewed and deliberated on the suitability of candidates by evaluating proposals from various audit firms, the Board has, in consultation with the Audit Committee, nominated and recommended Crowe to be appointed as auditor of the Relevant Group Companies.

In doing so, the Board has taken into consideration, *inter alia*, the Audit Quality Indicators Disclosure Framework issued by ACRA and the factors as listed in Rule 712(1) of the Listing Manual, including the fee structure, the adequacy of the resources and experience of Crowe, the experience of the audit engagement partner assigned to the audit, Crowe's other audit

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engagements, the size and complexity of the Group's operations and the number and experience of supervisory and professional staff assigned to the audit of the Company and the Group, and the findings in relation thereto with respect to Crowe.

The Board has determined that the fee proposal from Crowe is quite competitive with expected cost savings of approximately S\$63,000 in respect of the audit for FY2019, and after evaluation, the Board is of the opinion that Crowe will be able to meet the audit requirements of the Relevant Group Companies and does not expect the reduction in cost to affect the quality and scope of the audit to be undertaken by Crowe.

Accordingly, the Directors are of the view that the Proposed Change of Auditor would be in the best interests of the Company and the Shareholders as it would allow the Company to benefit from a fresh perspective and views of another professional audit firm, and complete the audit of the FY2019 financial statements in a timely manner, as well as to enhance operating costs efficiencies.

On 28 July 2021, Crowe provided its written consent to act as the auditor of the Relevant Group Companies. Pursuant to Rule 712(3) of the Listing Manual and Section 205AF of the Act, the Proposed Change of Auditor must be approved by Shareholders at an extraordinary general meeting to be convened by the Company. The appointment of Crowe as the new auditor of, *inter alia*, the Company will therefore take effect upon obtaining the approval of Shareholders at the EGM, and if so appointed, Crowe will hold office until the conclusion of the next AGM.

In this regard, the Company has procured an undertaking from its controlling shareholder, Creative Elite Holdings Limited, which holds 83.4% of shares in the capital of the Company, to vote in favour of the proposed resolution to appoint Crowe as the new auditor of the Relevant Group Companies at the EGM.

2.3 Information on Crowe and the audit engagement partner

The information on and the audit engagement partner provided below was provided to the Company by Crowe and its representatives. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

About Crowe

Crowe is one of the leading mid-tier public accounting and consulting firms in Singapore that provides audit, advisory, tax, outsourcing and fund administration solutions to a diverse and international clientele including public-listed entities, multinational corporations and financial institutions. Crowe was awarded the 2018 Growth Award (Open Category) and the 2016 Best Practice Award (Large Practice Category) by the Institute of Singapore Chartered Accountants. It provides external and internal audit, tax and accounting services to many public-listed corporations in Singapore, and has acted as the reporting accountant in various initial public offerings in Singapore. Crowe's clients in Singapore include public-listed entities, enterprises and statutory boards, which span across a broad range of industries such as manufacturing, trading, retail and distribution, financial markets, telecommunications, healthcare, shipping, waste management, leisure, education, information technology, food and beverage and logistics amongst others. Crowe and the audit engagement partner have experience auditing listed and private companies in similar business activities as the Company in Singapore and in various other countries, including China.

Crowe is also a member of Crowe Global, the fifth largest accounting network in Asia-Pacific with over 200 independent accounting and advisory services firms in close to 130 countries around the world. As a network firm of Crowe Global, Crowe is committed to providing impeccable quality and highly integrated service delivery with the full support of Crowe Global Methodology, technical resources and knowledge databases. More information about Crowe, its values and its services can be found on Crowe's website at <https://www.crowe.com/sg>.

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About the audit engagement partner

Crowe's audit team would comprise the Engagement Partner, Ms Adeline Ng Cheah Chen, one Audit Manager, one Audit Senior and one Audit Staff. As part of Crowe's quality control procedures, its audit of any listed companies will also be subject to the stringent reviews of a concurring audit partner (also known as the Engagement Quality Control Review Partner) and the technical and risk management team of the firm.

Ms Ng has more than 20 years of experience in providing audit and assurance services to companies (both listed and unlisted) in different industries. She is a practising member of the Institute of Singapore Chartered Accountants and a public accountant registered with the ACRA. She is also a Chartered Valuer and Appraiser registered with the Institute of Chartered Valuers and Appraisers of Singapore.

2.4 Requirements under Rule 715 of the Listing Manual

In accordance with Rule 715 of the Listing Manual, in addition to being appointed as auditor of the Company, Crowe is also proposed to be appointed as the auditor of the Company's Singapore-incorporated subsidiaries, being the remaining Relevant Group Companies. As at the date of this Circular, the Company has no associated companies or any significant foreign-incorporated subsidiaries. Although Crowe will not be appointed as statutory auditors of the Company's foreign-incorporated subsidiaries, it will conduct the relevant and necessary audit procedures for such subsidiaries for consolidation purposes as stipulated by Singapore Standards on Auditing.

2.5 Requirements under Rule 1203(5) of the Listing Manual

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

- (a) the outgoing auditor, Deloitte, has by way of its professional clearance reply dated 27 July 2021, brought to the attention of Crowe of several announcements released by the Company on SGXNet (including SGX Regco's Notices of Compliance ("NOCs") and the Audit Matters as set out in one of these NOCs) and the Disputed Fees issue, among others;
- (b) the Company confirms the non-applicability of disagreements with Deloitte on accounting treatments within the last 12 months up to the date of their resignation, being 23 September 2021 since Deloitte did not resume the FY2019 Audit as outlined above;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditor that should be brought to the attention of the Shareholders which has not been disclosed in this Circular;
- (d) the Company confirms that there are no specific reasons for the Proposed Change of Auditor, save as otherwise set out in Sections 2.1 and 2.2 of this Circular; and
- (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Listing Manual in relation to the Proposed Change of Auditor.

3. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and Substantial Shareholders in the Shares as at the Latest Practicable Date are set out below:

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	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Directors						
Liu Hui	-	-	-	-	-	-
Yeo Choon Tat	-	-	-	-	-	-
Substantial Shareholders						
Creative Elite Holdings Ltd.	25,008,120	83.4	-	-	25,008,120	83.4
Lo Ching ⁽²⁾	-	-	25,008,120	83.4	25,008,120	83.4

Notes:

(1) Based on the Company's issued and paid-up share capital of 30,000,000 Shares as at Latest Practicable Date.

(2) Ms Lo Ching is deemed interested in the 25,008,120 Shares held by Creative Elite Holdings Ltd. through her controlling interest in Creative Elite Holdings Ltd.

None of the Directors and/or Substantial Shareholders have any interest, direct or indirect, in the Proposed Change of Auditor other than through their respective shareholdings in the Company, if any.

4. AUDIT COMMITTEE'S RECOMMENDATION

The Audit Committee recommends the appointment of Crowe as auditor, after taking into account, among other things, the suitability and independence of Crowe to meet the audit requirements of the Group, the various factors set out in Sections 2.2, 2.3, 2.4 and 2.5 of this Circular and compliance with the requirements of the Listing Manual.

5. DIRECTORS' RECOMMENDATION

The Directors having considered, among other things, the adequacy of the resources, experience and reputation of Crowe, the rationale and information relating to the Proposed Change of Auditor as set out in this Circular, and the Audit Committee's recommendation, are of the opinion that the Proposed Change of Auditor is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the Ordinary Resolution relating to the Proposed Change of Auditor at the EGM.

6. 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 Auditor as set out herein, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

7. EXTRAORDINARY GENERAL MEETING

Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by (a) watching the EGM proceedings via live webcast or listening to the

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EGM proceedings via live audio feed, (b) submitting questions in advance of the EGM, and/or (c) voting by proxy at the EGM.

Accordingly, the EGM, notice of which is set out on pages N-1 to N-4 of this Circular, will be held by way of electronic means (via LIVE WEBCAST i.e. to contemporaneously observe the proceedings of the meeting by audio and video means and AUDIO ONLY MEANS i.e. contemporaneous observation of the meeting proceedings by audio only means such as by telephone), at 9.30 a.m. on 17 November 2021. for the purpose of considering and, if thought fit, passing, with or without modifications, the Ordinary Resolution in relation to the Proposed Change of Auditor set out in the Notice of EGM.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and any prevailing guidelines issued by the government authorities. Accordingly, the Company may be required to take further measures as appropriate, at short notice, up to the date of the EGM, in relation to the convening of the EGM. Conversely, the Company needs to prepare for the EGM logistics based on circumstances prevailing as at the latest practicable time before the issue of the Notice of EGM and Shareholders will not be able to attend a physical meeting in person even if the situation improves by the date of the EGM. The Company thanks Shareholders for their patience, understanding and co-operation, in this regard. **Shareholders should check the Company's announcements on SGXNet for any latest updates in relation to the EGM.**

8. ACTIONS TO BE TAKEN BY SHAREHOLDERS

Due to the current COVID-19 restriction orders in Singapore, Shareholders will NOT be allowed to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM through a "live" webcast or "live" audio feed as set out below:

(a) Watching the EGM proceedings via Webcast

Shareholders must pre-register at the pre-registration website at the URL: <https://globalmeeting.bigbangdesign.co/camsing> from now till 9.30 a.m. on 14 November 2021 to enable the Company to verify their status as Shareholders.

Following the verification, authenticated Shareholders will receive an email by 2.30 p.m. on 15 November 2021. The email will contain login credentials and instructions to access the live audio-visual webcast or audio-only of the EGM proceedings. Shareholders who do not receive an email by 2.30 p.m. on 15 November 2021, but have registered by 9.30 a.m. on 14 November 2021, should contact the Company's webcast vendor via email at webcast@bigbangdesign.co.

(b) Submitting questions in advance of the EGM

Shareholders will not be able to ask questions during the live audio-visual webcast of the EGM proceedings. Therefore, it is important for Shareholders to pre-register and submit their questions in advance of the EGM.

Shareholders can submit questions related to the ordinary resolution to be tabled for approval at the EGM to the Chairman of the EGM, in advance, during the pre-registration process for the EGM. All questions must be submitted by 9.30 a.m. on 14 November 2021 and the Company will not be able to address questions received after the cut-off time and date. The Company shall address substantial and relevant questions (as may be determined by the Company in its sole discretion) received from the Shareholders relating to the Proposed Change of Auditor prior to the EGM via SGXNet.

The Company will publish the minutes as well as responses to the questions received

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for the EGM on the SGXNet and on the Company's corporate website within one month after the EGM.

(c) Voting by Proxy

Shareholders holding Shares who wish to vote, should complete, sign and return the Shareholder Proxy Form attached to the Notice of EGM in accordance with the instructions printed therein as soon as possible and, must appoint the Chairman of the EGM as their proxy by completing and submitting the Proxy Form to the Company in the following manner:

- (i) If submitted by post, be deposited at the registered office of the Company at 24 Raffles Place, #20-03 Clifford Centre, Singapore 048621; or
- (ii) If submitted electronically, be submitted via email to the Company at enquiry.camsing@naturesfarm.com;

in either case not later than forty-eight (48) hours before the time fixed for holding the EGM, which is by 9.30 a.m. on 15 November 2021.

In appointing the Chairman of the EGM as Proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting in the Proxy Form, failing which the appointment will be treated as invalid.

If the appointor is a corporate, the Proxy Form must be executed under seal or the hand of its duly authorised officer or attorney.

In view of the current COVID-19 measures which may make it difficult for Shareholders to submit completed Proxy Forms by post, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy if it is incomplete, improperly complete, 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 proxy (such as in the case the appointor submits more than one instrument of proxy).

A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited at least 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to vote on any or all of the resolution at the EGM by appointing the Chairman of the EGM as his/her proxy to do so on his/her behalf. In view of Section 81SJ(4) of the SFA, a Depositor shall not be regarded as a shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his/her name appears in the Depository Register maintained by the CDP at least seventy-two (72) hours before the EGM. Any Shareholder who is holding his/her shares via the CDP but whose name is not registered with the CDP seventy-two (72) hours before the EGM will not be entitled to attend and vote at the EGM. Accordingly, even if such shareholder deposits his/her Proxy Form forty-eight (48) hours before the EGM, the Chairman of the EGM who is appointed as his/her proxy will not be entitled to vote on his/her behalf at the EGM.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 24 Raffles Place, #20-03 Clifford Centre, Singapore 048621 during normal business hours from the date of this Circular up to the date of the EGM:

LETTER TO SHAREHOLDERS

- (a) the Constitution of the Company;
- (b) the letter of consent from ACRA dated 23 September 2021;
- (c) Deloitte's professional clearance letter to Crowe dated 27 July 2021; and
- (d) Crowe's letter to the Company in respect of their consent to act as the Company's auditor, dated 28 July 2021.

Shareholders who wish to inspect these documents at the registered office of the Company are required to send an email request to Ms Patricia Tien at enquiry.camsing@naturesfarm.com to make an appointment in advance. The Company will arrange a date when each shareholder can come to the registered office to inspect the documents accordingly. The inspection of documents will be arranged with each shareholder to limit the number of people who are present at the registered office at any one point in time and such arrangements are subject to the prevailing regulations, orders, advisories and guidelines relating to safe distancing which may be implemented by the relevant authorities from time to time.

Yours faithfully,
For and on behalf of the Board of Directors of
Camsing Healthcare Limited

Liu Hui
Executive Director

APPENDIX A – THE WRITTEN STATEMENT

July 28, 2021

Camsing Healthcare Limited
4 Shenton Way
#17-01 SGX Centre II
Singapore 068807

Attention: Ms Liu Hui

Dear Madam,

**CAMSING HEALTHCARE LIMITED
WILLIAM JACKS & COMPANY (SINGAPORE) PRIVATE LIMITED
NATURE'S FARM PTE LTD
NUTRA-SOURCE PTE LTD
WISMER AUTOMATION (SINGAPORE) PRIVATE LIMITED
(INDIVIDUALLY REFERRED TO AS THE "COMPANY")**

WRITTEN STATEMENT ON RESIGNATION AS AUDITOR OF THE COMPANY

We are writing to inform that we have written to ACRA on July 28, 2021 seeking consent to resign as auditor of the Company ("Application").

Pursuant to section 205AB(1) of the Singapore Companies Act, Cap.50, we hereby notify your Company of our written statement on the reasons for our resignation as stated in the Application.

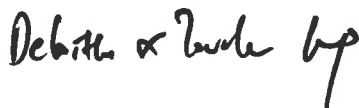
"Our audit for the financial year ended January 31, 2019 ("FY2019") that commenced in November 2018 was suspended due to matters highlighted in the various announcements on the website of the Singapore Exchange at <https://www.sgx.com> on:

- *"Regulatory Actions By SGX: Notice of Compliance" on March 29, 2019, December 17, 2019, February 6, 2020 and September 1, 2020 (referred to hereinafter individually or collectively as "Notice") and associated announcements in relation to the Notice;*
- *"Audit Matters" highlighted in the third paragraph of the Notice dated March 29, 2019 that was previously highlighted during our audit for FY2019; and*
- *The requirement by SGX RegCo to appoint a Special Auditor to look into the Audit Matters in response to the announcements on April 24, 2019, September 1, 2020 and September 7, 2020.*

In September 2020, the Company requested us to recommence the FY2019 audit. However, fees for professional services rendered, including, amounts billed but yet to be settled since March 2019 and amounts to be billed have aggregated to S\$117,777.34. The Company has expressed difficulty in settling the overdue fees.

In view of the potential independence threat, the Company has sought the approval of SGX on July 13, 2021 to change auditors and informed us on July 14, 2021 of their intention to appoint a new auditor to complete the FY2019 audit."

Yours faithfully



NOTICE OF EXTRAORDINARY GENERAL MEETING

CAMSING HEALTHCARE LIMITED

(Company Registration No. 197903888Z)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of the shareholders of Camsing Healthcare Limited (“**Company**”) will be held by way of electronic means (via LIVE WEBCAST and AUDIO ONLY MEANS) at 9.30 am on 17 November 2021 for the purpose of considering and, if thought fit, passing with or without amendments, the Ordinary Resolution as set out below.

*All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the circular dated 2 November 2021 (“**Circular**”) to shareholders of the Company (“**Shareholders**”).*

This Notice along with its accompanying Proxy Form has been made available on SGXNet which may be accessed at the URL: <http://www.sgx.com/securities/company-announcements>. **A printed copy of this Notice and the accompanying Proxy Form will NOT be despatched to Shareholders.**

Ordinary Resolution: Proposed Change of Auditor

THAT approval be and is hereby given:

- (a) Crowe Horwath First Trust LLP be and are hereby appointed as auditor of the Company and its Singapore-incorporated subsidiaries and to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms as may be agreed by the Directors of the Company with Crowe Horwath First Trust LLP; and
- (b) that the Directors or any one of them be and are hereby authorised and empowered to approve and complete and do and execute all such things and acts (including, without limitation, executing all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to this Ordinary Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

By Order of the Board

Lim Kok Meng
Company Secretary

2 November 2021

Notes to the Resolution

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

- (a) the outgoing auditor, Deloitte, has by way of its professional clearance reply dated 27 July 2021, brought to the attention of Crowe of several announcements released by the Company on SGXNet (including the NOCs and the Audit Matters as set out in one of these NOCs) and the Disputed Fees issue, among others;
- (b) the Company confirms the non-applicability of disagreements with Deloitte on accounting treatments within the last 12 months up to the date of their resignation, being 23 September 2021 since Deloitte did not resume the FY2019 Audit as outlined in the Circular;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditor that should be brought to the attention of the Shareholders which has not been disclosed in the Circular;
- (d) the Company confirms that there are no specific reasons for the Proposed Change of Auditor, save as otherwise set out in Sections 2.1 and 2.2 of the Circular; and
- (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Listing Manual in relation to the proposed appointment of Crowe as the new auditor.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. Due to the current COVID-19 restriction orders in Singapore, members will not be able to attend the EGM in person. Members will be able to watch the proceedings of the EGM through a “live” webcast via their mobile phones, tablets or computers or listen to these proceedings through a “live” audio feed via telephone. In order to do so, members who wish to watch the “live” webcast or listen to the “live” audio feed must pre-register by 9.30 a.m. on 14 November 2021 at the pre-registration website at the URL: <https://globalmeeting.bigbangdesign.co/camsing>. Following authentication of their status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the EGM by 2.30 p.m. on 15 November 2021. Members who do not receive an email by 2.30 p.m. on 15 November 2021, but have registered by 9.30 a.m. on 14 November 2021 should contact the Company’s webcast vendor via email at webcast@bigbangdesign.co.

Persons holding shares through relevant intermediaries who wish to participate in the EGM via webcast should contact their relevant intermediaries through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the EGM.

3. Members who pre-register to watch the “live” webcast or listen to the “live” audio feed may also submit questions relating to the resolution to be tabled for approval at the EGM during the pre-registration process for the EGM. Please note that members will not be able to ask questions at the EGM “live” during the webcast and the audio feed.

All questions must be submitted by 9.30 a.m. on 14 November 2021.

The Company will address substantial questions relevant to the resolution to be tabled for approval at the EGM as received from Shareholders either before or during the EGM. The Company will, within one month after the date of the EGM, publish the minutes of the EGM on SGXNet.

4. A member will not be able to attend the EGM in person. Members (whether individuals or corporates) who wish to exercise their voting rights at the EGM must appoint the Chairman of the EGM as their proxy to attend, speak and vote on their behalf at the EGM. In appointing the Chairman of the EGM as proxy, members (whether individuals or corporates) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
5. The Chairman of the EGM, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the EGM as proxy must:
 - (a) if sent personally or by post, be received at the registered office of the Company at 24 Raffles Place, #20-03 Clifford Centre, Singapore 048621; or
 - (b) if submitted by email, be received by the Company, by email at enquiry.camsing@naturesfarm.com,

in either case no later than 9.30 a.m. on 15 November 2021, and in default the instrument of proxy shall not be treated as valid. A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

NOTICE OF EXTRAORDINARY GENERAL MEETING

7. The Circular in relation to the Proposed Change of Auditor has been made available on SGXNet and may be accessed at <https://www.sgx.com/securities/company-announcements>.
8. The instrument appointing the Chairman of the EGM as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
9. Where an instrument appointing the Chairman of the EGM as proxy is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
10. The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy 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 appointing the Chairman of the EGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).
11. In the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

Important Reminders

Due to the constantly evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Members are advised to regularly check the announcements released on SGXNet for updates on the EGM. Further, in view of the current COVID-19 measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, (b) completing the pre-registration in accordance with this Notice, or (c) submitting any question prior to the EGM in accordance with this Notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the EGM as proxy for the EGM (including any adjournment thereof);
- (ii) processing of the pre-registration for purposes of granting access to members to the "live" webcast or "live" audio feed of the EGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

PROXY FORM

CAMSING HEALTHCARE LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 197903888Z)

PROXY FORM Extraordinary General Meeting

This form of proxy has been made available on SGXNet and may be accessed at the URLs <https://www.sgx.com/securities/company-announcements>. A printed copy of this form of proxy will NOT be dispatched to members.

IMPORTANT

1. Due to the current COVID-19 restriction orders in Singapore, members will not be able to attend the EGM in person. Members will be able to watch the proceedings of the EGM through a "live" webcast via their mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed via telephone. In order to do so, members who wish to watch the "live" webcast or listen to the "live" audio feed must pre-register by 9.30 a.m. on 14 November 2021, at <https://globalmeeting.bigbangdesign.co/camsing>. Following authentication of their status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the EGM by 2.30 p.m. on 15 November 2021. Members who do not receive an email by 2.30 p.m. on 15 November 2021 should contact the Company's webcast vendor by email at webcast@bigbangdesign.co.
2. CPF/SRS Investors who wish to appoint the Chairman of the EGM as a proxy should approach their respective CPF Agent Banks/ SRS Operators to submit their voting instructions by at least 7 working days before the EGM. This Proxy Form is not valid for use by CPF/SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by CPF/SRS Investors.
3. By (a) submitting an instrument appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (and his appointed proxy(ies)) consents to the collection, use and disclosure of their personal data by the Company (or its agents or service providers) for such purposes and/or otherwise with the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 2 November 2021.

I/We* _____ (Name) _____ (NRIC/Passport No.*)
of _____ (Address)

being a Shareholder/Shareholders* of **Camsing Healthcare Limited** ("**Company**"), hereby appoint the Chairman of the extraordinary general meeting of the Company ("**EGM**"), as my/our* proxy to vote for me/us* on my/our* behalf at the EGM to be held by way of electronic means (via LIVE WEBCAST and AUDIO ONLY MEANS) at 9.30 a.m. on 17 November 2021 and at any adjournment thereof. I/We* direct the Chairman of the EGM to vote for or against, or abstain from voting on the Ordinary Resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the appointment of the Chairman of the EGM as my/our* proxy will be treated as invalid.

The Ordinary Resolution put to the vote at the EGM shall be decided by way of poll.

ORDINARY RESOLUTION	For	Against	Abstain
To approve the Proposed Change of Auditor			

Notes: If you wish to exercise all your votes "For", "Against" or "Abstain", please tick within the box provided. Alternatively, please indicate the number of shares the Chairman of the EGM, as your proxy, is directed to vote "For", "Against" or "Abstain". If you mark the abstain box for the resolution, you are directing your proxy not to vote on the resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this _____ day of _____ 2021

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Shareholder(s) and/or
Common Seal of Corporate Shareholder



*Delete where inapplicable

PROXY FORM

NOTES:

IMPORTANT

1. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
2. Due to the current COVID-19 restriction orders in Singapore, members will not be able to attend the EGM in person. Members will be able to watch the proceedings of the EGM through a “live” webcast via their mobile phones, tablets or computers or listen to these proceedings through a “live” audio feed via telephone. In order to do so, members who wish to watch the “live” webcast or listen to the “live” audio feed must pre-register by 9.30 a.m. on 14 November 2021, at <https://globalmeeting.bigbangdesign.co/camsing>. Following authentication of their status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the EGM by 2.30 p.m. on 15 November 2021. Members who do not receive an email by 2.30 p.m. on 15 November 2021, but have registered by 9.30 a.m. on 14 November 2021, should contact the Company’s webcast vendor by email at webcast@bigbangdesign.co.
3. The Chairman of the EGM, as proxy, need not be a member of the Company.
4. The instrument appointing the Chairman of the EGM as proxy must:
 - (a) if sent personally or by post, be received at the registered office of the Company at 24 Raffles Place, #20-03 Clifford Centre, Singapore 048621; or
 - (b) if submitted by email, be received by Camsing Healthcare Ltd., by email at enquiry.camsing@naturesfarm.com,in either case no later than 9.30 a.m. on 15 November 2021, and in default the instrument of proxy shall not be treated as valid. A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
5. The instrument appointing the Chairman of the EGM as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
6. Where an instrument appointing the Chairman of the EGM as proxy is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
7. The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy 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 appointing the Chairman of the EGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).
8. In the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.
9. Similarly, a member of the Company who holds his/her shares through a Relevant Intermediary* (including CPF and SRS investors) and who wish to exercise his/her votes by appointing the Chairman of the EGM as proxy should approach his/her Relevant Intermediary (including his/her CPF Agent Banks and SRS Operators) to submit his/her voting instructions at least seven (7) working days prior to the date of the EGM.

*A Relevant Intermediary means:

PROXY FORM

- (a) a banking corporation licensed under the Banking Act (Cap. 19) 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 (Cap. 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), 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.

Important Reminders

Due to the constantly evolving COVID-19 situation, the Company may be required to change its Extraordinary General Meeting arrangements at short notice. Members are advised to regularly check the announcements released on SGXNet for updates on the Extraordinary General Meeting. Further, in view of the current COVID-19 measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.