



SHANGHAI TURBO ENTERPRISES LTD.

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

Board of Directors:

Mr. Wee Liang Hiam
(Lead Independent Director)
Dr. Daniel Liu Danjun
(Non-Executive Non-Independent Director)
Mr. Leng Yew Chee Philip
(Non-Executive Independent Director)
Mr. Ong Sing Huat
(Non-Executive Independent Director)
Mr. Seet Chong Tong
(Non-Executive Independent Director)

Registered Office:

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

25 January 2019

To: The Shareholders of Shanghai Turbo Enterprises Ltd. (the "Company")

Dear Sir/Madam

LETTER TO SHAREHOLDERS IN RELATION TO THE REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING IN ACCORDANCE WITH ARTICLE 57 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY, FOR:

- (1) THE PROPOSED REMOVAL OF MR. JACK CHIA SENG HEE AS A DIRECTOR OF THE COMPANY;
 - (2) THE PROPOSED REMOVAL OF DR. DANIEL LIU DANJUN AS A DIRECTOR OF THE COMPANY;
 - (3) THE PROPOSED REMOVAL OF MR. RAYMOND LIM SIAN HEONG AS A DIRECTOR OF THE COMPANY;
 - (4) THE PROPOSED REMOVAL OF MR. CHEUNG HOK FUNG ALEXANDER AS A DIRECTOR OF THE COMPANY;
 - (5) THE PROPOSED APPOINTMENT OF MR. LIN CHUAN JUN AS A DIRECTOR OF THE COMPANY;
 - (6) THE PROPOSED APPOINTMENT OF MR. KOH WEE KIANG AS A DIRECTOR OF THE COMPANY;
 - (7) THE PROPOSED APPOINTMENT OF MR. ZHANG WEN JUN AS A DIRECTOR OF THE COMPANY,
- AND
- (8) THE PROPOSED APPOINTMENT OF MR. LOH KAI KEONG AS A DIRECTOR OF THE COMPANY

(COLLECTIVELY, THE "PROPOSALS").

1. INTRODUCTION

- 1.1 The directors of the Company (the "**Directors**", and each, a "**Director**") wish to refer the shareholders of the Company ("**Shareholders**") to:
- (a) the notice of the extraordinary general meeting of the Company dated 25 January 2019 (the "**Notice of EGM**") in relation to the Proposals; and
 - (b) Ordinary Resolutions 1 to 8 in the Notice of EGM.
- 1.2 The Directors are convening the extraordinary general meeting of the Company to be held at 10.00 a.m. on Tuesday, 12 February 2019 (the "**EGM**") at 137 Cecil Street, Hengda Building, #04-01 Shibuya Room, Singapore 069537, the Proposals, as contained in Ordinary Resolutions 1 to 8 in the Notice of EGM pursuant to the requisition notices dated 4 January 2018 (the "**First Requisition Notice**") and 11 September 2018 (the "**Second Requisition Notice**") (collectively, the "**Requisition Notices**") received by the Company from Mr. Lin Chuan Jun ("**Mr. Lin**") and Ms. Zhang Ping ("**Ms. Zhang**") (together with Mr. Lin, the "**Requisitioning Shareholders**"). Copies of the Requisition Notices are attached as Appendix A to this Letter to Shareholders (this "**Letter**").
- 1.3 The purpose of this Letter is to provide Shareholders with information relating to the Proposals to be tabled at the EGM, and may not be relied upon by any persons (other than Shareholders) or for any other purpose. Shareholders are advised to read this Letter (including the Appendices to this Letter) carefully and in its entirety before deciding whether to vote for or against the Proposals.

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

- 1.4 Singapore Exchange Securities Trading Limited (the "**SGX-ST**") assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Letter.
- 1.5 If you have sold or transferred all your ordinary shares of a par value of US\$0.25 each in the capital of the Company ("**Shares**") held through The Central Depository (Pte) Limited (the "**CDP**"), you need not forward this Letter (or the Notice of EGM and accompanying Proxy Form) to the purchaser or the transferee as arrangements will be made by the CDP for the abovementioned documents (where applicable) 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 Letter (and the Notice of EGM and accompanying Proxy Form) to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or the transferee.

2. THE REQUISITION NOTICES AND THE CONVENING OF THE EGM PURSUANT THERETO

- 2.1 By way of background, the Company wishes to provide Shareholders with a concise summary of the sequence of key events relating to the Requisition Notices, from (a) the date of receipt by the Company of the First Requisition Notice and subsequently, Second Requisition Notice, up to (b) the decision to convene the EGM for Shareholders to consider the Proposals. This concise summary is not intended to be exhaustive and Shareholders should read this together with the relevant announcements released by the Company on SGXNET.
- 2.2 As announced by the Company, the board of Directors (the "**Board**") had on 4 January 2018 received the First Requisition Notice, which required the Board to convene an extraordinary general meeting no later than two (2) months from the date of receipt of the First Requisition Notice, to consider the Proposals to remove the then-existing Directors. At the material time, the Board consisted of four (4) Directors, namely Mr. Jack Chia Seng Hee ("**Mr. Chia**"), Mr. Raymond Lim Sian Heong ("**Mr. Lim**"), Mr Cheung Hok Fung Alexander ("**Mr. Cheung**") and Dr. Daniel Liu Danjun ("**Dr. Liu**"). The Requisitioning Shareholders also proposed to appoint Mr. Lin, Mr. Koh Wee Kiang ("**Mr. Koh**") and Mr. Zhang Wen Jun ("**Mr. Zhang**") as new Directors of the Company.

- 2.3 The First Requisition Notice was issued by the Requisitioning Shareholders in reliance on Article 57 of the Articles of Association of the Company, which entitles Shareholders who collectively hold not less than one-tenth of the issued and paid-up share capital of the Company carrying the right to vote to, by requisition in writing, require the Board to convene an extraordinary general meeting. The First Requisition Notice represented to the Board that the Requisitioning Shareholders held in aggregate Shares representing approximately 10.6% of the issued and paid-up share capital of the Company at the date of the First Requisition Notice.
- 2.4 On 19 January 2018, the Company announced that the Singapore High Court had on 17 January 2018 granted the Company the following orders:
- (a) against the Company's former Executive Director and Chief Executive Officer, Mr. Liu Ming (who owns 29.99% of shares in the Company), an ad-interim injunction restraining him from (i) requisitioning or holding any extraordinary general meeting, or any other meetings to remove the current directors of the Board and appoint any new persons on the Board, (ii) voting for or proposing any resolutions at extraordinary general meetings, annual general meetings and/or any other meetings (the "**Voting Injunction**"); and
 - (b) against the Requisitioning Shareholders, an ad-interim injunction, restraining them from requisitioning or holding any extraordinary general meeting, or any other meetings to remove the Board and appoint any new persons as directors of the Company (the "**Voting Injunction against the Requisitioning Shareholders**"),
- (collectively referred to as the "**Injunctions**").
- 2.5 The Injunctions were granted by the Singapore High Court in the proceedings brought by the Company against Mr. Liu Ming (the "**Lawsuit**") for breach of his service agreement with the Company. As part of the Lawsuit, the Company also obtained a mareva injunction against Mr. Liu Ming on 15 September 2017, prohibiting Mr. Liu Ming from removing from Singapore, disposing of or dealing with or diminishing the value of any of his assets in Singapore up to the aggregate value of S\$30million (the "**Mareva Injunction**").
- 2.6 On 16 March 2018, the Company released a further announcement that on 9 March 2018, the Requisitioning Shareholders had filed an application with the Singapore High Court to, *inter alia*, vary the ad-interim injunction granted on 17 January 2018 to prohibit the Company from doing anything that could affect the First Requisition Notice or the chances of the Proposals being passed. In connection therewith, the Singapore High Court ordered, *inter alia*, that the Company was restrained from issuing any shares, rights or other securities.
- 2.7 On 15 May 2018, the Company announced that the Singapore High Court had on 14 May 2018 allowed Mr. Liu Ming's application to challenge the jurisdiction of the Singapore courts to hear the Lawsuit (the "**Jurisdictional Challenge**") and decided that the Lawsuit should be heard by the Chinese courts. As a consequence of the Singapore High Court's decision in setting aside the Lawsuit, the Injunctions against Mr. Liu Ming and the Requisitioning Shareholders and the Mareva Injunction against Mr. Liu Ming were discharged.
- 2.8 On 25 May 2018, the Company announced that it had filed an appeal on 18 May 2018 to the Court of Appeal against the High Court's decision in respect of the Jurisdictional Challenge (the "**Appeal**"). Further, the Company announced that it will hold an extraordinary general meeting pursuant to the First Requisition Notice by 24 July 2018. Pursuant thereto, the Company announced on 14 June 2018 that the extraordinary general meeting will be held on 24 July 2018 for Shareholders to consider and vote on the Proposals.
- 2.9 The Appeal also appealed against the discharge of the Voting Injunction and Mareva Injunction against Mr. Liu Ming but not the discharge of the Voting Injunction against the Requisitioning Shareholders. Therefore, the Voting Injunction against the Requisitioning Shareholders has been discharged. Pending the determination of the Appeal, the Company applied for a stay of the orders discharging the Voting Injunction and Mareva Injunction against Mr. Liu Ming (the "**Stay Application**"). On 18 June 2018, the Singapore High Court declined to allow the Company's Stay Application.

- 2.10 At the hearing of the Company's Stay Application on 18 June 2018, Mr. Liu Ming undertook, pending the final disposal of the Appeal:
- (a) Not to (i) sell, or dispose of, or deal with any of his shares in the Company; or (ii) withdraw the monies in his bank account with a Singapore Bank other than for specified purposes;
 - (b) Not to directly or indirectly, either personally, or through his nominees, requisition any annual general meeting, extraordinary general meeting or any other meeting whatsoever for the purpose of delaying, discontinuing, disrupting or otherwise preventing the timely conclusion of the Lawsuit or the Appeal against him; and
 - (c) Not to cause, or seek to cause, the Company's Board of Directors to delay, discontinue, disrupt or otherwise prevent the timely conclusion of the Lawsuit or Appeal against him,
- (collectively, "**Liu Ming's Undertakings**").
- 2.11 As the Company was of the view that Liu Ming's Undertakings were insufficient to protect the interests of the Company, on 25 June 2018, the Company applied to the Court of Appeal for *inter alia* a stay of the order discharging the Voting Injunction against Mr. Liu Ming.
- 2.12 On 20 July 2018, at the hearing of the application for *inter alia* a stay of the order discharging the Voting Injunction against Mr. Liu Ming, the Court of Appeal ordered that, *inter alia*:
- (a) the Appeal be heard on an expedited basis in the week of 24 September 2018 and in accordance with the timelines prescribed by the court; and
 - (b) the extraordinary general meeting, which was (as stated in paragraph 2.8 above) fixed to be held on 24 July 2018, be adjourned to 17 October 2018 (i.e. after the Appeal has been heard by the Court of Appeal).
- 2.13 In compliance with the orders made by the Court of Appeal, the Company announced on 20 July 2018 that the extraordinary general meeting scheduled to be held on 24 July 2018 will no longer be held on 24 July 2018. The Company will instead convene the EGM on 17 October 2018.
- 2.14 On 11 September 2018, the Company received the Second Requisition Notice from the Requisitioning Shareholders, Mr Lin and Ms Zhang to convene another extraordinary general meeting to be held immediately after the EGM originally scheduled for the 17 October 2018, to consider their proposal to appoint Mr. Loh Kai Keong ("**Mr. Loh**") as a new director of the Company in addition to Mr. Lin, Mr. Koh and Mr. Zhang as new Directors of the Company.
- 2.15 The Appeal was heard by the Court of Appeal on 27 September 2018. The Court of Appeal allowed the Appeal. This meant that Mr. Liu Ming's Jurisdictional Challenge was dismissed and the Singapore Courts have jurisdiction to hear the Lawsuit. The Court of Appeal further ordered as follows:
- (i) the Mareva Injunction and the Voting Injunction against Mr. Liu Ming be restored;
 - (ii) the further hearing for the Singapore High Court to consider whether the Voting Injunction should be maintained until the final resolution of the Lawsuit be fixed for 21 January 2019 (this was subsequently adjourned by the Court Registry to 1 February 2019 (see: paragraph 2.17 below); and
 - (ii) the EGM of the Company scheduled for 17 October 2018 be adjourned to 12 February 2019.
- 2.16 Following an application by Mr Liu Ming heard on 10 January 2019, the Singapore High Court has discharged the part of the Voting Injunction against Mr Liu Ming which restrains him from voting for or proposing any resolutions at extraordinary general meetings, annual general meetings and/or any other meetings.

- 2.17 The further hearing before the Singapore High Court to consider whether the Voting Injunction should be maintained until the final resolution of the Lawsuit is fixed for 1 February 2019. If the Singapore High Court agrees with the Company that Mr. Liu Ming should continue to be restrained from requisitioning or holding any extraordinary general meeting, or any other meetings including but not limited to voting for or proposing resolutions at these meetings to remove the current directors of the Board and appoint any new persons on the Board, Mr. Liu Ming would not be able to vote in respect of the Proposals.
- 2.18 Having sought advice from the Company's legal advisers and other professionals on the Second Requisition Notice, and with a view towards saving time and costs, the resolution proposed under the Second Requisition Notice to appoint Mr. Loh as a new Director of the Company has been included as an Ordinary Resolution under the Notice of EGM.

3. PROPOSED REMOVAL OF DIRECTORS OF THE BOARD

- 3.1 Under the First Requisition Notice, the Directors that were proposed to be removed are Mr. Chia, Dr. Liu, Mr. Lim and Mr. Cheung, being the members of the Board at the material time.

3.2 Resignation of Mr. Chia, Mr. Lim and Mr. Cheung on 1 October 2018

By way of update, Mr. Chia, Mr. Lim and Mr. Cheung had resigned as Directors of the Company on 1 October 2018 (the "**Previous Directors**"). As such, it will not be meaningful for Ordinary Resolutions 1, 3 and 4 under the Notice of EGM, which relate to their removal, to be voted on by Shareholders, so for efficiency, the Company proposes that said Ordinary Resolutions 1, 3 and 4 not be put to vote at the EGM.

3.3 Dr. Liu (Non-Executive Non-Independent Director)

Dr. Liu, 50, was appointed as a Non-Executive Non-Independent Director on 1 May 2016 and was last re-elected as a Director on 15 April 2017. As at the date of this Letter, Dr. Liu has served on the Board for more than two (2) years.

Dr. Liu started his career as a research associate professor at the Beijing University of Technology's Department of Automation, before moving to Intel's China Research Centre as a senior researcher for Human-Computer Interaction Technology. Thereafter, he held technical and sales positions at electronics and technology companies, and various industry groups, and was the chairman of a number of technology companies. Dr. Liu has a PhD in Electrical Engineering and Automation, as well as Master's and Bachelor's degrees in Material Science and Engineering, from the Harbin Institute of Technology.

4. PROPOSED NEW DIRECTORS

- 4.1 The proposed new Directors are Mr. Lin, Mr. Koh, Mr. Zhang and Mr. Loh. A brief overview of the biographical and background information on each of Mr. Lin, Mr. Koh, Mr. Zhang and Mr. Loh is set out in paragraphs 4.3 to 4.6 below, and further information relating to each of Mr. Lin, Mr. Koh, Mr. Zhang and Mr. Loh is set out in his respective declaration form at Appendix B to this Letter.
- 4.2 **Important Note: Shareholders should note that the information in paragraphs 4.3 to 4.5 below is based on the information contained in the affidavit of the Requisitioning Shareholders dated 11 February 2018, which was filed with the Singapore High Court in connection with the Company's ongoing legal proceedings with its former Executive Director and Chief Executive Officer, Mr. Liu Ming (the "Affidavit"), and in a letter dated 19 July 2018 (the "19 July 2018 Letter") sent by Mr. Zhang to the Board on behalf of the three (3) proposed Directors in response to the Company's previous Letter to Shareholders dated 6 July 2018 in respect of the extraordinary general meeting originally scheduled to be held on 24 July 2018. The information in paragraph 4.6 below is based on the information contained in a write-up received by the Company from the Requisitioning Shareholders together with the 11 September Requisition Notice (the "11 September Write-up"). The declaration forms at Appendix B to this Letter were provided to the Company by the legal counsel to the Requisitioning Shareholders on 18 September 2018 in respect of Mr. Lin, Mr. Koh and Mr. Zhang. With effect from 1 January 2019, companies are required to provide to shareholders information relating to the proposed new directors as set out in the revised**

Appendix 7.4.1 of the SGX Listing Manual in the Circular to shareholders pursuant to Listing Rule 720(6) of the SGX Listing Manual. On 15 January 2019, the Company has requested that all the proposed new directors submit the declaration form that complies with the revised Appendix 7.4.1 of the SGX-ST Listing Manual. The Company will make update announcements if and when the declarations, in compliance with Rule 720(6), are provided by the proposed new Directors i.e. Mr. Lin, Mr. Koh, Mr. Zhang and Mr. Loh.

Neither the current Board, or the Previous Directors and/or the Company have conducted an independent review or verification of the accuracy of any of the statements and information relating to each of Mr. Lin, Mr. Koh, Mr. Zhang and Mr. Loh contained in this Letter (including the information contained in Appendix B to this Letter), and take no responsibility for the accuracy of any of these statements.

4.3 Mr. Lin

Based on the Affidavit and/or the 19 July 2018 Letter, Mr. Lin is a citizen of the People's Republic of China, with "more than 20 years of business experience and an expansive business portfolio in various industries in China and Tibet", "which spans, amongst others, the automobile, mining, art and technology sectors"; he is "a director of Shanghai Shang Hui Wang Luo, a technology company incorporated in China and listed on the China's National Equities Exchange and Quotation", "a director and General Manager of Shanghai Dalishi Investment Co., Ltd., an adhesives company incorporated in China, with operations in China, Dubai and Saudi Arabia", and "a director of Shaanxi Tongjia Automobile Co Ltd, a company incorporated in China".

Based on the substantial shareholding notification form received by the Company from Mr. Lin dated 31 May 2018, Mr. Lin is a substantial shareholder of the Company with a direct interest in an aggregate of 2,199,150 Shares (representing approximately 8.01% of the total number of Shares) as at 31 May 2018.

4.4 Mr. Koh

Based on the Affidavit and/or the 19 July 2018 Letter:

Mr. Koh is a "chartered accountant with over 30 years' experience working in banks, financial futures and stock broking houses. He is the lead consultant in a consultancy and investment firm specialising in property investment, business restructuring/re-organisation and capital market investment strategies".

Mr. Koh "first started work in SGV Goh and Tan as an auditor and went on to work in financial institutions with increasing senior positions like Standard Chartered, Banque International Luxemborg, Daiwa Securities, with experiences in various activities in broking and capital market including primary market placement and secondary market trading".

Mr. Koh "has held senior management position in Commerzbank SEA Pte Ltd and progressed to head the various businesses in DBS Trading, DBS Vickers and CIMB Securities. His last corporate role was Director, Head of Regional Business and Product Development with CIMB Securities".

Mr. Koh "graduated from University of Singapore with a Bachelor of Accountancy degree and is a Chartered Accountant in Singapore. He holds a Diploma in Financial Management (Graduate School of Business Administration from New York University/National Productivity Board with distinction and was awarded a Certificate of Commendation Top Student Award 1983".

Based on the Affidavit, he is "acquainted with" Mr. Zhang and "suggested" by Mr. Zhang to be appointed as a Director.

4.5 Mr. Zhang

Based on the Affidavit and/or the 19 July 2018 Letter:

Mr. Zhang is a "senior employee of Ping An Securities in Shanghai". He has "almost 20 years of management experience in the growing Chinese financial markets, having worked in China Merchant Bank, Shanghai Pudong Development Bank and Ping An Bank before joining Ping An Securities Company as General Manager for the Shanghai operations".

Mr. Zhang has "expertise and experience in banking operations, business reorganisations and/or restructuring, merger and acquisitions, initial public offerings and capital markets transactions".

Mr. Zhang "graduated from Xi'An Jiao Tong Technological University with a Bachelor of Engineering and a Masters in Business Administration from Macau International Public University".

Based on the Affidavit, Mr. Zhang is a "mutual friend" and a "trusted friend" of the Requisitioning Shareholders.

4.6 Mr. Loh

Based on the 11 September Write-up received by the Company: Mr Loh has "over 35 years of experience in audit, financial and personnel management, and mergers and acquisitions. His widespread experience spans both the private and public sectors, covering air freight, the civil service, commercial aviation, communications and exhibitions, engineering, food, information technology, insurance, manufacturing, shipping, and retail and wholesale. In 2016, Mr. Loh received the Best Chief Financial Officer (mid-cap category) at the Singapore Corporate Awards".

Mr. Loh "joined the Boustead Group in 1999 in an executive role and was appointed as Group Chief Financial Officer in 2002 and as Executive Director in 2005. Following his retirement in January 2018, he remains on the Board as Non-Executive Director and has been retained as Consultant to the Boustead Group. He is a Member of the Audit & Risk and a Member of the Remuneration Committee".

Mr. Loh "graduated from the University of Singapore with a Bachelor of Accounting degree. He is Chartered Accountant of Singapore and an Associate of UK Chartered Institute of Secretaries".

5. TABLE OF SUBSTANTIAL SHAREHOLDER'S AND DIRECTOR'S EQUITY INTEREST IN THE COMPANY

Based on the Register of Substantial Shareholders' Interests

SUBSTANTIAL SHAREHOLDERS

(As recorded in the Registers of Substantial Shareholders' Interests as at 17 January 2019)

	Direct Interest	%	Deemed Interest	%
LIU MING	8,240,000	29.98	0	0
ALLPORT LIMITED ¹	7,464,340	27.18	0	0
ASUKA DBJ INVESTMENT LPS ²	0	0	7,464,340	27.18
MERCURIA INVESTMENTS CO., LTD. ³	0	0	7,464,340	27.18
YUGEN KAISHA SIMON MURRAY AND COMPANY JAPAN	3,300,000	12.01	0	0
YONEHARA SHINICHI ⁴	0	0	3,300,000	12.01
LIN CHUANJUN	2,199,150	8.01	0	0

Notes:

1. Shares held through DBS Vickers Securities Nominees (Singapore) Pte Ltd as its nominee.
2. Asuka DBJ Investment 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 sole general partner of Asuka DBJ Investment LPS.
4. Yugen Kaisha Simon Murray And Company Japan is wholly-owned by Yonehara Shinichi.

None of the directors of the Company own any shares, whether directly or indirectly, in the Company.

6. DIRECTORS' RECOMMENDATIONS

For the reasons set out in paragraph 3.2, it will not be meaningful for Ordinary Resolutions 1, 3 and 4 under the Notice of EGM, which relate to the removal of the Previous Directors, to be voted on by Shareholders. It is also therefore not meaningful for the Directors and the Nominating Committee to make any recommendation on these proposals.

Dr. Liu has abstained from making any recommendation to Shareholders in respect of the Proposals as set out in the First Requisition Notice and Ordinary Resolution 2 in the Notice of EGM relating to his proposed removal.

The Directors (excluding Dr. Liu) and the Nominating Committee recommend that Shareholders vote against Ordinary Resolution 2 relating to the proposed removal of Dr. Liu as Director, as Dr. Liu is the only Director who is personally familiar with the history of the state of affairs of the Company prior to 1 October 2018, as the rest of the Directors were only appointed from 1 October 2018. He is also stationed in China and has established good rapport and good working relationships with the local management team and staff of Chang Zhou 3D Technological Complete Set Equipment Co., Ltd, the key subsidiary of the Company.

Dr. Liu was recommended to the previous board of Directors by Allport Limited, a substantial shareholder of the Company, and appointed as a Non-Independent Non-Executive Director of the Company on 1 May 2016. His appointment was approved by the shareholders of the Company at the Annual General Meeting held on 17 April 2017.

The Nominating Committee of the Company comprises of three (3) Independent Directors of the Company, namely:-

1. Mr. Ong Sing Huat – Chairman
2. Mr. Wee Liang Hiam – Member
3. Mr. Leng Yew Chee Philip – Member

The Directors and the Nominating Committee have neither met, conducted interviews nor reviewed the qualifications of each of Mr. Lin, Mr. Koh, Mr. Zhang and Mr. Loh (being the individuals who are proposed to be appointed as Directors) and are accordingly not in a position to make any recommendation to Shareholders in respect of Ordinary Resolutions 5 to 8 in the Notice of EGM to appoint each of Mr. Lin, Mr. Koh, Mr. Zhang and Mr Loh as Directors.

In view of the Company's legal proceedings with its former Executive Director and Chief Executive Officer, Mr. Liu Ming, and the Requisitioning Shareholders, the Directors and the Nominating Committee ask that Shareholders exercise prudence and caution in considering the proposals as set out in Ordinary Resolutions 5 to 8 in the Notice of EGM to appoint each of Mr. Lin, Mr. Koh, Mr. Zhang and Mr. Loh as Directors.

7. DIRECTORS' RESPONSIBILITY STATEMENT

Save for the information in relation to Mr. Lin, Mr. Koh, Mr. Zhang and Mr. Loh set out in paragraphs 4.3 to 4.6 above and set out in Appendix B to this Letter, the Directors collectively and individually accept full responsibility for the accuracy of the information given in this Letter and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Letter constitutes full and true disclosure of all material facts about the Proposals, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Letter misleading. Where information in this Letter has been extracted from published or otherwise publicly available sources or obtained from a named source (such as the Affidavit, the 19 July 2018 Letter, the 11 September Write-up and the declaration forms set out in Appendix B to this Letter), 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 Letter in its proper form and context.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Requisition Notices and the Memorandum and Articles of Association of the Company are available for inspection 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, during normal business hours from the date of this Letter up to and including the date of the EGM.

Yours faithfully

Mr. Wee Liang Hiam
Lead Independent Director

For and on behalf of the Board of Directors of
Shanghai Turbo Enterprises Ltd.

25 January 2019

APPENDIX A REQUISITION NOTICES

SHANGHAI TURBO ENTERPRISES LTD

Century Yard, Cricket Square
Hutchins Drive
P.O. Box 2681
George Town
Grand Cayman
Cayman Islands

With a copy to: c/o Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

Attention: The Board of Directors

By Hand Delivery

Date: 4 January 2018 ("**Date of Service**")

Dear Sirs,

REQUISITION FOR EXTRAORDINARY GENERAL MEETING IN ACCORDANCE WITH ARTICLE 57 OF THE ARTICLES OF ASSOCIATION OF SHANGHAI TURBO ENTERPRISES LTD. (THE "COMPANY")

1. We, the undersigned, collectively legally and beneficially own 2,920,900 ordinary shares in the Company, representing approximately 10.6% of the issued and paid-up share capital of the Company carrying the right to vote at general meetings of the Company, as at the date of this requisition.
2. We have been advised that, according to Article 57 of the Articles of Association of the Company ("**Articles**"), as shareholders who collectively own not less than one-tenth of the paid-up share capital of the Company carrying the right to vote at general meetings of the Company, we are entitled to, by written requisition to the board of directors of the Company ("**Board**"), require an extraordinary general meeting of the Company ("**EGM**") to be called by the Board to seek shareholders' approval of the transactions contemplated herein.
3. Pursuant to Article 57 of the Articles, we hereby require the Board to proceed to convene, within 21 days of the Date of Service, an EGM (to be held within two (2) months after the Date of Service) for the purpose of passing the following ordinary resolutions:
 - a) the removal of Mr Jack Chia Seng Hee as a director of the Company with effect from the date of the EGM;

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- b) the removal of Dr Daniel Lim Danjun as a director of the Company with effect from the date of the EGM;
- c) the removal of Mr Raymond Lim Sian Heong as a director of the Company with effect from the date of the EGM;
- d) the removal of Mr Cheung Hok Fung, Alexander as a director of the Company with effect from the date of the EGM;
- e) the appointment of Mr Lin Chuan Jun as a director of the Company with effect from the date of the EGM;
- f) the appointment of Mr Koh Wee Kiang as a director of the Company with effect from the date of the EGM; and
- g) the appointment of Mr Zhang Wen Jun as a director of the Company with effect from the date of the EGM.

4. We look forward to your prompt action on the above.

Yours faithfully,



LIN CHUAN JUN

ZHANG PING

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- b) the removal of Dr Daniel Lim Danjun as a director of the Company with effect from the date of the EGM;
 - c) the removal of Mr Raymond Lim Sian Heong as a director of the Company with effect from the date of the EGM;
 - d) the removal of Mr Cheung Hok Fung, Alexander as a director of the Company with effect from the date of the EGM;
 - e) the appointment of Mr Lin Chuan Jun as a director of the Company with effect from the date of the EGM;
 - f) the appointment of Mr Koh Wee Kiang as a director of the Company with effect from the date of the EGM; and
 - g) the appointment of Mr Zhang Wen Jun as a director of the Company with effect from the date of the EGM.
4. We look forward to your prompt action on the above.

Yours faithfully,

LIN CHUAN JUN



ZHANG PING

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REQUISITION NOTICES

SHANGHAI TURBO ENTERPRISES LTD

Century Yard, Cricket Square
Hutchins Drive
P.O. Box 2681
George Town
Grand Cayman
Cayman Islands

With a copy to: c/o Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

Attention: The Board of Directors

By Hand Delivery

Date: 11th Sept 2018 ("Date of Service")

Dear Sirs,

REQUISITION FOR EXTRAORDINARY GENERAL MEETING IN ACCORDANCE WITH ARTICLE 57 OF THE ARTICLES OF ASSOCIATION OF SHANGHAI TURBO ENTERPRISES LTD. (THE "COMPANY")

1. We, the undersigned, as at the date of this requisition, collectively legally and beneficially own more than 10% of the issued and paid-up share capital of the Company.
2. Pursuant to Article 57 of the Articles of Association of the Company, we hereby require the Board to convene an extraordinary general meeting ("**Proposed EGM**"), to be held immediately after the extraordinary general meeting of the Company to be convened on 17 October 2018, for the purpose of passing the ordinary resolution for the appointment of Mr Loh Kai Keong as a director of the Company with effect from the date of the Proposed EGM. We attach herein Mr Loh Kai Keong's writeup and Declaration Form in Appendix A for your attention.
3. For the avoidance of doubt, this requisition for the appointment of Mr Loh Kai Keong as a director of the Company is in addition to, and **not** in replacement of our earlier requisition dated 4 January 2018 for, *inter alia*, the appointment of Mr Lin Chuanjun, Mr Koh Wee Kiang and Mr Zhang Wen Jun as directors of the Company.

APPENDIX A
REQUISITION NOTICES

4. We look forward to your prompt action on the above.

Yours faithfully,

LIN CHUANJUN

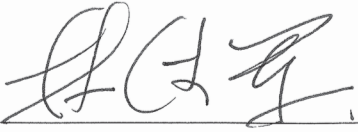


ZHANG PING

APPENDIX A
REQUISITION NOTICES

4. We look forward to your prompt action on the above.

Yours faithfully,



LIN CHUANJUN

ZHANG PING

APPENDIX B
DECLARATION FORMS OF THE PROPOSED DIRECTORS

DECLARATION BY PROPOSED DIRECTOR
MR. LIN CHUAN JUN

To: SHANGHAI TURBO ENTERPRISES LTD.

Date of Declaration:	17 September 2018
Name of Proposed Director:	MR. LIN CHUAN JUN
Proposed Date of Appointment:	17 October 2018 (subject to approval by shareholders in general meeting)
Age (as at 17 October 2018):	49

I, Lin Chuan Jun, hereby certify that the information provided in this document is complete and accurate. I irrevocably consent to the Company disseminating this information to any person and in any manner, in accordance with its obligations under the Listing Manual of Singapore Exchange Securities Trading Limited (the "**SGX-ST Listing Manual**").

Proposed Director to please answer all the following questions:

1. Please confirm that you do not have any material business or financial connection with the Company or any of the substantial shareholders of the Company (see Rule 210(5)(c) of the SGX-ST Listing Manual). Otherwise, please provide details.
I confirm I do not have any material business or financial connection with the Company or any of the substantial shareholders of the Company.

2. Please state if you are currently resident in Singapore (see Rule 221 of the SGX-ST Listing Manual). Otherwise, please state your current country of principal residence.
I am currently not resident in Singapore. I am resident in the Peoples' Republic of China.

3. Please state if you are a nominee director of any substantial shareholder of the Company. If so, please provide details of your relationship with the specific shareholder.
I am not a nominee director of any substantial shareholder of the Company.

4. Please describe your working experience and occupation(s) during the past 10 years. (Relevant details should be provided, including the name of your employer, your job scope, and each specific period of employment.)		
Term	Employer	Position
2008 – Present	Shanghai Dalishi Investment Co., Ltd. (江苏大力士投资有限公司)	Director
2009 – Present	Zhejiang Huaruidian Gold Mining Investment Co., Ltd. (浙	Director

APPENDIX B
DECLARATION FORMS OF THE PROPOSED DIRECTORS

	江华睿点金矿业投资有限公司)	
2010 – Present	Zhejiang Huaruidian Internet Enterprise Investment Co., Ltd. (浙江华睿互联创业投资有限公司)	Director
2012 – Present	Shanghai Shanghui Wangluo Investment Co., Ltd. (上海商会网互联投资有限公司)	Director
2015 – Present	Shaanxi Tongjia Automobile Co., Ltd. (陕汽通家汽车股份有限公司)	Director
2016 – Present	Suzhou ASEAN E-Commerce Trading Services Co., Ltd (苏州世茂东盟跨境电子商务服务(苏州)有限公司)	

5. Please state your direct and deemed shareholding interest in the Company and its subsidiaries. Otherwise, please confirm if you do not have any such interest.

I currently hold 2,199,150 shares, representing approximately 8.01% interest in the Company.

6. Please describe your familial relationship with any director and/or substantial shareholder of the Company or of any of its subsidiaries. Otherwise, please provide a nil response.

Nil

7. Please confirm that you have no conflict of interests (including any competing business) which may be relevant to your proposed appointment as a director of the Company.

I confirm that I do not have any conflict of interest which may be relevant to my proposed appointment as director of the Company.

8. Please confirm that you will issue a signed undertaking in the exact format as set out in Appendix 7.7 of the SGX-ST Listing Manual, in compliance with Rule 720(1) of the SGX-ST Listing Manual. The undertaking must be addressed to the Company, and dated as of the date of your appointment as a director of the Company.

Yes, I confirm that I will issue such an undertaking.

9. Please state your present directorships in any other corporations.

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DECLARATION FORMS OF THE PROPOSED DIRECTORS

Shanghai Dalishi Investment Co., Ltd. (江苏大力士投资有限公司)
Zhejiang Huaruidian Gold Mining Investment Co., Ltd. (浙江华睿点金矿业投资有限公司)
Zhejiang Huaruidian Internet Enterprise Investment Co., Ltd. (浙江华睿互联创业投资有限公司)
Shanghai Shanghui Wangluo Investment Co., Ltd. (上海商会网互联投资有限公司)
Shaanxi Tongjia Automobile Co., Ltd. (陕汽通家汽车股份有限公司)
Suzhou ASEAN E-Commerce Trading Services Co., Ltd (苏州世茂东盟跨境电子商务服务 (苏州) 有限公司)

10. Please state your past directorships in any other corporations (held within the last 5 years).

Nil.

11. Specific declarations required under Appendix 7.4.1 of the SGX-ST Listing Manual

Please answer each of the following questions (if your answer to any question is "YES", please provide full details):

(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against you or against a partnership of which you were a partner at the time when you were a partner or at any time within 2 years from the date you ceased to be a partner?

No

(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which you were a director or an equivalent person or a key executive, at the time when you were a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date you ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?

No

(c) Whether there is any unsatisfied judgment against you?

No

(d) Whether you have ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which you are aware) for such purpose?

No

(e) Whether you have ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or

APPENDIX B

DECLARATION FORMS OF THE PROPOSED DIRECTORS

futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which you are aware) for such breach?
No
(f) Whether at any time during the last 10 years, judgment has been entered against you in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on your part, or you have been the subject of any civil proceedings (including any pending civil proceedings of which you are aware) involving an allegation of fraud, misrepresentation or dishonesty on your part?
No
(g) Whether you have ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?
No
(h) Whether you have ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?
No
(i) Whether you have ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining you from engaging in any type of business practice or activity?
No
(j) Whether you have ever, to your knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere, in connection with any matter occurring or arising during that period when you were so concerned with the entity or business trust?
No
(k) Whether you have ever, to your knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere, in connection with any matter occurring or arising during that period when you were so concerned with the entity or business trust?
No
(l) Whether you have ever, to your knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere, in connection with any matter occurring or arising

APPENDIX B
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during that period when you were so concerned with the entity or business trust?
No
(m) Whether you have ever, to your knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when you were so concerned with the entity or business trust?
No
(n) Whether you have been the subject of any current or past investigation or disciplinary proceedings, or have been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?
No

12. Please confirm if you have any prior experience as a director of a listed company? If yes, please provide details of prior experience (including the full name of the relevant securities exchange(s)). If no, please provide details of any training undertaken in the roles and responsibilities of a director of a listed company.
I am currently a director of Shanghai Shang Hui Wang Luo, a technology company incorporated in China and listed on the China's National Equities Exchange and Quotation.

13. Please provide any other information which may be relevant to your proposed appointment as a director of the Company or which may be required to be announced by the Company in compliance with Appendix 7.4.1 of the SGX-ST Listing Manual. Otherwise, please provide a nil response.
Nil.

Reference: The SGX Listing Manual (Mainboard Rules) is accessible at rulebook.sgx.com. You should consult professional advisors if you have any queries or require assistance in completing this declaration form.

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DECLARATION FORMS OF THE PROPOSED DIRECTORS

DECLARATION BY PROPOSED DIRECTOR
MR. KOH WEE KIANG

To: SHANGHAI TURBO ENTERPRISES LTD.

Date of Declaration:	17 September 2018
Name of Proposed Director:	MR. KOH WEE KIANG
Proposed Date of Appointment:	17 October 2018 (subject to approval by shareholders in general meeting)
Age (as at 17 October 2018):	65+

I, Koh Wee Kiang, hereby certify that the information provided in this document is complete and accurate. I irrevocably consent to the Company disseminating this information to any person and in any manner, in accordance with its obligations under the Listing Manual of Singapore Exchange Securities Trading Limited (the "**SGX-ST Listing Manual**").

Proposed Director to please answer all the following questions:

1. Please confirm that you do not have any material business or financial connection with the Company or any of the substantial shareholders of the Company (see Rule 210(5)(c) of the SGX-ST Listing Manual). Otherwise, please provide details.
Confirmed.

2. Please state if you are currently resident in Singapore (see Rule 221 of the SGX-ST Listing Manual). Otherwise, please state your current country of principal residence.
I am currently resident in Singapore

3. Please state if you are a nominee director of any substantial shareholder of the Company. If so, please provide details of your relationship with the specific shareholder.
I am not a nominee director of any substantial shareholder of the Company.

4. Please describe your working experience and occupation(s) during the past 10 years. (Relevant details should be provided, including the name of your employer, your job scope, and each specific period of employment.)
Candoer Pte Ltd - Director From 2007 to present. Left DBS group in 2007 and founded my own consultancy company in 2007. I have been the director of Candoer Pte Ltd since 2007, and the company secretary of Candoer Services Pte Ltd since 2015. Since 2015, the companies have focused on the provision of consultancy and outsourcing services in the area of back office administration services for SMEs and mirco SMEs

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DECLARATION FORMS OF THE PROPOSED DIRECTORS

(including the implementation of corporate secretarial services, cloud-based book-keeping service, tax and human resource services.) The companies' services aim to optimise operational efficiencies and achieved cost savings and higher productivity.

Major projects undertaken in the last 10 years:

- a. Consultant to Goldhill Development Pte Ltd -From 9/07 to 12/09
Responsibilities: Manage and administer Chairman's personal investments and work on projects like reorganising the sales team doing sales and leasing in office and residential units.
- b. Consultant to CIMB Securities Singapore Pte Ltd. From 6/10 to 12/10
Responsibilities: Assist CEO and Management to work on various projects:
 1. To Review the Products offering and distribution channels of the group of companies and do feasibility studies on the introduction of a single platform for multi products and multi currencies for retail clients.
 2. To Conduct and help to form a derivatives team and apply for financial futures and margin F/X Business licenses with SGX/MAS for CIMB.
- c. Subsequently, joined CIMB Securities Singapore Pte as Director, Special Projects From 1/11 to 12/12. – To look into integration of various products offering including Futures, margin F/X, Stock Borrowing and Lending, Contract for Difference and Shares Margin Financing.

5. Please state your direct and deemed shareholding interest in the Company and its subsidiaries. Otherwise, please confirm if you do not have any such interest.

No direct or deemed interest in the company.

6. Please describe your familial relationship with any director and/or substantial shareholder of the Company or of any of its subsidiaries. Otherwise, please provide a nil response.

Nil.

7. Please confirm that you have no conflict of interests (including any competing business) which may be relevant to your proposed appointment as a director of the Company.

Confirmed.

8. Please confirm that you will issue a signed undertaking in the exact format as set out in Appendix 7.7 of the SGX-ST Listing Manual, in compliance with Rule 720(1) of the SGX-ST Listing Manual. The undertaking must be addressed to the Company, and dated as of the date of your appointment as a director of the Company.

Yes, I confirm that I will issue such an undertaking.

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DECLARATION FORMS OF THE PROPOSED DIRECTORS

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9. Please state your present directorships in any other corporations.
Director – Candoer Pte Ltd.

10. Please state your past directorships in any other corporations (held within the last 5 years).
Director – Candoer Pte Ltd.

11. Specific declarations required under Appendix 7.4.1 of the SGX-ST Listing Manual
Please answer each of the following questions (if your answer to any question is "YES", please provide full details):
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against you or against a partnership of which you were a partner at the time when you were a partner or at any time within 2 years from the date you ceased to be a partner?
No.
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which you were a director or an equivalent person or a key executive, at the time when you were a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date you ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?
No.
(c) Whether there is any unsatisfied judgment against you?
No.
(d) Whether you have ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which you are aware) for such purpose?
No.
(e) Whether you have ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal

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proceedings (including any pending criminal proceedings of which you are aware) for such breach?
No.
(f) Whether at any time during the last 10 years, judgment has been entered against you in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on your part, or you have been the subject of any civil proceedings (including any pending civil proceedings of which you are aware) involving an allegation of fraud, misrepresentation or dishonesty on your part?
No.
(g) Whether you have ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?
No.
(h) Whether you have ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?
No.
(i) Whether you have ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining you from engaging in any type of business practice or activity?
No.
(j) Whether you have ever, to your knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere, in connection with any matter occurring or arising during that period when you were so concerned with the entity or business trust?
No.
(k) Whether you have ever, to your knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere, in connection with any matter occurring or arising during that period when you were so concerned with the entity or business trust?
No.
(l) Whether you have ever, to your knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere, in connection with any matter occurring or arising during that period when you were so concerned with the entity or business trust?

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DECLARATION FORMS OF THE PROPOSED DIRECTORS

No.
(m) Whether you have ever, to your knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when you were so concerned with the entity or business trust?
No.
(n) Whether you have been the subject of any current or past investigation or disciplinary proceedings, or have been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?
No.

12. Please confirm if you have any prior experience as a director of a listed company? If yes, please provide details of prior experience (including the full name of the relevant securities exchange(s)). If no, please provide details of any training undertaken in the roles and responsibilities of a director of a listed company.
<p>No</p> <p>While I have not had formal training in the roles and responsibilities of a director of a listed company, I have done my own research to prepare myself for the above role (including reading “Essentials of Corporate Law and Governance in Singapore” by professor Lan Luh Luh). I am furthermore familiar with compliance, audit and corporate governance requirements for securities and futures business by virtue of my past professional experience (see further details at part 13 below).</p>

13. Please provide any other information which may be relevant to your proposed appointment as a director of the Company or which may be required to be announced by the Company in compliance with Appendix 7.4.1 of the SGX-ST Listing Manual. Otherwise, please provide a nil response.
<p>I am a chartered accountant with over 30 years’ working experiences in financial and capital markets, having work in banks, financial futures and stock broking houses.</p> <p>I have spent 12 years from 1995 to 2007 with the DBS Group as the CEO/ Director of DBS Trading – a 100 % owned subsidiary of DBS Bank and following the merger of Vickers, Lum Chang and DBS Securities, was appointed as a senior Director of the merge entity ,to head the regional Derivatives Business and the treasury team overseeing strategic funding and F/X exposure of the brokerage business. I am familiar with compliance, audit and corporate governance for SGX securities and futures business.</p>

Reference: The SGX Listing Manual (Mainboard Rules) is accessible at rulebook.sgx.com. You should consult professional advisors if you have any queries or require assistance in completing this declaration form.

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DECLARATION BY PROPOSED DIRECTOR
MR. ZHANG WEN JUN

To: SHANGHAI TURBO ENTERPRISES LTD.

Date of Declaration:	17 September 2018
Name of Proposed Director:	MR. ZHANG WEN JUN
Proposed Date of Appointment:	17 October 2018 (subject to approval by shareholders in general meeting)
Age (as at [17 October 2018]):	48

I, Mr. Zhang Wen Jun, hereby certify that the information provided in this document is complete and accurate. I irrevocably consent to the Company disseminating this information to any person and in any manner, in accordance with its obligations under the Listing Manual of Singapore Exchange Securities Trading Limited (the "**SGX-ST Listing Manual**").

Proposed Director to please answer all the following questions:

1. Please confirm that you do not have any material business or financial connection with the Company or any of the substantial shareholders of the Company (see Rule 210(5)(c) of the SGX-ST Listing Manual). Otherwise, please provide details.

I confirm I do not have any material business or financial connection with the Company or any of the substantial shareholders of the Company.

2. Please state if you are currently resident in Singapore (see Rule 221 of the SGX-ST Listing Manual). Otherwise, please state your current country of principal residence.

I am currently not resident in Singapore. I am resident in the Peoples' Republic of China.

3. Please state if you are a nominee director of any substantial shareholder of the Company. If so, please provide details of your relationship with the specific shareholder.

I am not a nominee director of any substantial shareholder of the Company.

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4. Please describe your working experience and occupation(s) during the past 10 years. (Relevant details should be provided, including the name of your employer, your job scope, and each specific period of employment.)

Term	Employer	Position
2008 – Present	Ping An Securities (Shanghai Branch)	General Manager He is responsible for the development and implementation of investment banking in Shanghai

5. Please state your direct and deemed shareholding interest in the Company and its subsidiaries. Otherwise, please confirm if you do not have any such interest.

I do not have any direct or deemed shareholding interest in the Company and its subsidiaries.

6. Please describe your familial relationship with any director and/or substantial shareholder of the Company or of any of its subsidiaries. Otherwise, please provide a nil response.

Nil

7. Please confirm that you have no conflict of interests (including any competing business) which may be relevant to your proposed appointment as a director of the Company.

I confirm that I do not have any conflict of interest which may be relevant to my proposed appointment as director of the Company.

8. Please confirm that you will issue a signed undertaking in the exact format as set out in Appendix 7.7 of the SGX-ST Listing Manual, in compliance with Rule 720(1) of the SGX-ST Listing Manual. The undertaking must be addressed to the Company, and dated as of the date of your appointment as a director of the Company.

Yes, I confirm that I will issue such an undertaking.

9. Please state your present directorships in any other corporations.

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DECLARATION FORMS OF THE PROPOSED DIRECTORS

Nil.

10. Please state your past directorships in any other corporations (held within the last 5 years).

Nil.

11. Specific declarations required under Appendix 7.4.1 of the SGX-ST Listing Manual

Please answer each of the following questions (if your answer to any question is "YES", please provide full details):

(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against you or against a partnership of which you were a partner at the time when you were a partner or at any time within 2 years from the date you ceased to be a partner?

No

(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which you were a director or an equivalent person or a key executive, at the time when you were a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date you ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?

No

(c) Whether there is any unsatisfied judgment against you?

No

(d) Whether you have ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which you are aware) for such purpose?

No

(e) Whether you have ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or
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APPENDIX B
DECLARATION FORMS OF THE PROPOSED DIRECTORS

<p>futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which you are aware) for such breach?</p>
<p>No</p>
<p>(f) Whether at any time during the last 10 years, judgment has been entered against you in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on your part, or you have been the subject of any civil proceedings (including any pending civil proceedings of which you are aware) involving an allegation of fraud, misrepresentation or dishonesty on your part?</p>
<p>No</p>
<p>(g) Whether you have ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?</p>
<p>No</p>
<p>(h) Whether you have ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?</p>
<p>No</p>
<p>(i) Whether you have ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining you from engaging in any type of business practice or activity?</p>
<p>No</p>
<p>(j) Whether you have ever, to your knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere, in connection with any matter occurring or arising during that period when you were so concerned with the entity or business trust?</p>
<p>No</p>
<p>(k) Whether you have ever, to your knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere, in connection with any matter occurring or arising during that period when you were so concerned with the entity or business trust?</p>

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No
(l) Whether you have ever, to your knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere, in connection with any matter occurring or arising during that period when you were so concerned with the entity or business trust?
No
(m) Whether you have ever, to your knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when you were so concerned with the entity or business trust?
No
(n) Whether you have been the subject of any current or past investigation or disciplinary proceedings, or have been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?
No

12. Please confirm if you have any prior experience as a director of a listed company? If yes, please provide details of prior experience (including the full name of the relevant securities exchange(s)). If no, please provide details of any training undertaken in the roles and responsibilities of a director of a listed company.
No. I will be attending training for the roles and responsibilities of a director of a listed company.

13. Please provide any other information which may be relevant to your proposed appointment as a director of the Company or which may be required to be announced by the Company in compliance with Appendix 7.4.1 of the SGX-ST Listing Manual. Otherwise, please provide a nil response.
Nil

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Reference: The SGX Listing Manual (Mainboard Rules) is accessible at rulebook.sgx.com. You should consult professional advisors if you have any queries or require assistance in completing this declaration form.

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DECLARATION BY PROPOSED DIRECTOR
MR. LOH KAI KEONG

To: SHANGHAI TURBO ENTERPRISES LTD.

Date of Declaration:	17 September 2018
Name of Proposed Director:	MR. LOH KAI KEONG
Proposed Date of Appointment:	17 October 2018 (subject to approval by shareholders in general meeting)
Age (as at 17 October 2018):	65

I, Loh Kai Keong, hereby certify that the information provided in this document is complete and accurate. I irrevocably consent to the Company disseminating this information to any person and in any manner, in accordance with its obligations under the Listing Manual of Singapore Exchange Securities Trading Limited (the "**SGX-ST Listing Manual**").

Proposed Director to please answer all the following questions:

1. Please confirm that you do not have any material business or financial connection with the Company or any of the substantial shareholders of the Company (see Rule 210(5)(c) of the SGX-ST Listing Manual). Otherwise, please provide details.
I confirm I do not have any material business or financial connection with the Company or any of the substantial shareholders of the Company.

2. Please state if you are currently resident in Singapore (see Rule 221 of the SGX-ST Listing Manual). Otherwise, please state your current country of principal residence.
I am a Singapore citizen and resident in Singapore

3. Please state if you are a nominee director of any substantial shareholder of the Company. If so, please provide details of your relationship with the specific shareholder.
No, I am not.

4. Please describe your working experience and occupation(s) during the past 10 years. (Relevant details should be provided, including the name of your employer, your job scope, and each specific period of employment.)
For the past ten years I was the Executive Director and Group CFO of Boustead Singapore Limited ("Boustead") which is listed on SGX ST. I joined Boustead in early 1998 undertaking various duties and responsibilities inclusive of Merger and Acquisition portfolio which carries the role of oversight of newly acquired business units such as dual listed EasyCall Limited ("EasyCall" which was listed on SGX ST and ASX but subsequently delisted by majority shareholder, Raffles Education Limited in late 2000), and supervision of HR. In 2001 I was appointed as Group CFO and later as Executive

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Director of EasyCall. In the following year as Group CFO of Boustead. As Group CFO I have oversight of Finance, HR, and Corporate Services. I stepped down from EasyCall Board of Directors in late 2000 prior to its delisting. Currently, I remain as non-Executive Director of Boustead and in addition was engaged as Consultant to the Boustead Group to provide continuity since I have a long association with the Group. I am also a member of the Audit Committee and the Remuneration Committee of Boustead.

5. Please state your direct and deemed shareholding interest in the Company and its subsidiaries. Otherwise, please confirm if you do not have any such interest.

I do not hold any shares in the Company.

6. Please describe your familial relationship with any director and/or substantial shareholder of the Company or of any of its subsidiaries. Otherwise, please provide a nil response.

I am not related in any way to any directors or substantial shareholders of the Company or its subsidiaries.

7. Please confirm that you have no conflict of interests (including any competing business) which may be relevant to your proposed appointment as a director of the Company.

I am not in a position of conflict in relation to my proposed appointment as a director of the Company.

8. Please confirm that you will issue a signed undertaking in the exact format as set out in Appendix 7.7 of the SGX-ST Listing Manual, in compliance with Rule 720(1) of the SGX-ST Listing Manual. The undertaking must be addressed to the Company, and dated as of the date of your appointment as a director of the Company.

Yes, I confirm that I will issue such an undertaking.

9. Please state your present directorships in any other corporations.

1. Boustead Singapore Limited
2. BCO Environmental Pte. Ltd.
3. BIH Holdings Pte. Ltd
4. Boustead Geospatial Holdings Pte. Ltd.
5. Boustead Geospatial Technologies Pte. Ltd.
6. Boustead Infrastructures Pte. Ltd.
7. Boustead International Heaters Pte. Ltd.
8. Boustead Knowledge Pte. Ltd.
9. Boustead Marketing & Management Services Pte Ltd
10. Boustead Maxitherm Energy Pte. Ltd.
11. Boustead Riau Petroleum Pte. Ltd.
12. Boustead Salcon Water Solutions Pte. Ltd.

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13. Boustead Services Pte. Ltd. 14. Controls & Electrics Pte Ltd 15. Esri South Asia Pte Ltd 16. Finsome Pte Ltd 17. Geologic Private Limited 18. Kinnon Green Pte. Ltd. 19. Maxitherm Combustion Technologies Pte. Ltd. 20. EverFastRing Services Pte Ltd

10. Please state your past directorships in any other corporations (held within the last 5 years).
1. Maxitherm Privity Ltd (Australia)

11. Specific declarations required under Appendix 7.4.1 of the SGX-ST Listing Manual
Please answer each of the following questions (if your answer to any question is "YES", please provide full details):
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against you or against a partnership of which you were a partner at the time when you were a partner or at any time within 2 years from the date you ceased to be a partner?
No.
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which you were a director or an equivalent person or a key executive, at the time when you were a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date you ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?
No.
(c) Whether there is any unsatisfied judgment against you?
No.
(d) Whether you have ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which you are aware) for such purpose?
No.
(e) Whether you have ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal

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proceedings (including any pending criminal proceedings of which you are aware) for such breach?
No
(f) Whether at any time during the last 10 years, judgment has been entered against you in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on your part, or you have been the subject of any civil proceedings (including any pending civil proceedings of which you are aware) involving an allegation of fraud, misrepresentation or dishonesty on your part?
No.
(g) Whether you have ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?
No.
(h) Whether you have ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?
No.
(i) Whether you have ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining you from engaging in any type of business practice or activity?
No.
(j) Whether you have ever, to your knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere, in connection with any matter occurring or arising during that period when you were so concerned with the entity or business trust?
No.
(k) Whether you have ever, to your knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere, in connection with any matter occurring or arising during that period when you were so concerned with the entity or business trust?
No.
(l) Whether you have ever, to your knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere, in connection with any matter occurring or arising during that period when you were so concerned with the entity or business trust?

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No.
(m) Whether you have ever, to your knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when you were so concerned with the entity or business trust?
No.
(n) Whether you have been the subject of any current or past investigation or disciplinary proceedings, or have been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?
No.

12. Please confirm if you have any prior experience as a director of a listed company? If yes, please provide details of prior experience (including the full name of the relevant securities exchange(s)). If no, please provide details of any training undertaken in the roles and responsibilities of a director of a listed company.
No.

13. Please provide any other information which may be relevant to your proposed appointment as a director of the Company or which may be required to be announced by the Company in compliance with Appendix 7.4.1 of the SGX-ST Listing Manual. Otherwise, please provide a nil response.
No.

Reference: The SGX Listing Manual (Mainboard Rules) is accessible at rulebook.sgx.com. You should consult professional advisors if you have any queries or require assistance in completing this declaration form.

SHANGHAI TURBO ENTERPRISES LTD.

(Company Registration No.: CT-151624)

(Incorporated in the Cayman Islands)

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms in the Ordinary Resolutions below which are defined in the Letter to Shareholders dated 25 January 2019 accompanying this Notice shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the said Letter to Shareholders.

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING** (“EGM”) of Shanghai Turbo Enterprises Ltd. (the “**Company**”) will be convened at 137 Cecil Street, Hengda Building, #04-01 Shibuya Room, Singapore 069537, on Tuesday, 12 February 2019 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without any modifications the following resolutions:-

AS SPECIAL BUSINESS

- (1) That Mr. Jack Chia Seng Hee be removed as a Director of the Company with effect upon the conclusion of the EGM. (Ordinary Resolution 1)
- (2) That Dr. Daniel Liu Danjun be removed as a Director of the Company with effect upon the conclusion of the EGM. (Ordinary Resolution 2)
- (3) That Mr. Raymond Lim Sian Heong be removed as a Director of the Company with effect upon the conclusion of the EGM. (Ordinary Resolution 3)
- (4) That Mr. Cheung Hok Fung Alexander be removed as a Director of the Company with effect upon the conclusion of the EGM. (Ordinary Resolution 4)
- (5) That Mr. Lin Chuan Jun be appointed as a Director of the Company with effect upon the conclusion of the EGM. (Ordinary Resolution 5)
- (6) That Mr. Koh Wee Kiang be appointed as a Director of the Company with effect upon the conclusion of the EGM. (Ordinary Resolution 6)
- (7) That Mr. Zhang Wen Jun be appointed as a Director of the Company with effect upon the conclusion of the EGM. (Ordinary Resolution 7)
- (8) That Mr. Loh Kai Keong be appointed as a Director of the Company with effect upon the conclusion of the EGM. (Ordinary Resolution 8)

BY ORDER OF THE BOARD

Wong Yoen Har
Company Secretary

25 January 2019

Explanatory Note:

Please refer to the Letter to Shareholders dated 25 January 2019 accompanying this Notice for further details of each of the Ordinary Resolutions set out above.

Notes: -

- (a) A member entitled to attend and vote at the EGM and who holds two or more Shares is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (b) A Depositor (as defined in Section 81SF of the Securities and Futures Act of Singapore) (other than Depositors which are corporations) holding Shares through the CDP and whose name appears in the Depository Register (as defined in Section 81SF of the Securities and Futures Act of Singapore) as at a time not earlier than 48 hours prior to the time of the EGM and who wishes to attend and vote at the EGM may do so as CDP's proxy without having to complete or return any form of proxy.
- (c) A Depositor which is a corporation and which wishes to attend and vote at the EGM, or an individual Depositor who is unable to attend the EGM personally and wishes to appoint person(s) to attend the EGM and vote on his/her behalf, should complete, sign and deposit the CDP 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, not less than forty-eight (48) hours before the time of the EGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) 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.