

**CIRCULAR DATED 1 JULY 2019**

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

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

If you have sold or transferred all your shares in the issued and paid-up share capital of AGV Group Limited (the “**Company**”), you should immediately forward this Circular together with the Notice of EGM (as defined herein) and the enclosed Proxy Form to the purchaser or transferee, or to the bank, stockbroker, or agent through whom you effected the sale for onward transmission to the purchaser or the transferee. If you have sold or transferred all your Shares (as defined herein) which are held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular, the Notice of EGM and the accompanying Proxy Form to the purchaser or transferee, as arrangements will be made by CDP for a separate Circular and the accompanying documents to be sent to the purchaser or transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, Hong Leong Finance Limited (the “**Sponsor**”), for compliance with the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalyst.

This Circular has not been examined or approved by the SGX-ST. SGX-ST assume no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Mr Tang Yeng Yuen, Vice President, Head of Corporate Finance, who can be contacted at 16 Raffles Quay, #01-05, Hong Leong Building, Singapore 048581, telephone: (65) 6415 9886.



(Company Registration No. 201536566H)  
(Incorporated in the Republic of Singapore on 2 October 2015)

**CIRCULAR TO SHAREHOLDERS**

**in relation to**

**THE PROPOSED ADOPTION OF A GENERAL MANDATE FOR  
INTERESTED PERSON TRANSACTIONS**

Independent Financial Adviser to the Non-Interested Directors  
in relation to the proposed adoption of the IPT Mandate



**IMPORTANT DATES AND TIMES**

Last date and time for lodgement of Proxy Form	:	13 July 2019 at 8.30 a.m.
Date and time of Extraordinary General Meeting	:	16 July 2019 at 8.30 a.m.
Place of Extraordinary General Meeting	:	Raffles Marina, Chart Room Level 2, 10 Tuas West Drive Singapore 638404

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## DEFINITIONS

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

- “Associate(s)”** : (a) in relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his immediate family;
  - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
  - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more;
- (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- “AGM”** : The annual general meeting of the Company
- “Audit Committee”** : The audit committee of the Company, comprising Mr Chong Kwang Shih, Mr Choong Yoon Fatt and Mr Wee Meng Seng Aloysius, as at the Latest Practicable Date
- “Board” or “Board of Directors”** : The board of directors of the Company
- “Catalist Rules”** : The Listing Manual Section B: Rules of Catalist of the SGX-ST as may be amended, modified, or supplemented from time to time
- “CDP”** : The Central Depository (Pte) Limited
- “Circular”** : This circular to Shareholders dated 1 July 2019 in relation to the Proposed IPT Mandate
- “Company”** : AGV Group Limited
- “Companies Act”** : The Companies Act, Chapter 50 of Singapore, as modified, supplemented or amended from time to time

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## DEFINITIONS

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<b>“Constitution”</b>	:	The Constitution of the Company as amended from time to time
<b>“Controlling Shareholder”</b>	:	A person who  (a) holds directly or indirectly 15% or more of the total number of issued shares excluding treasury shares and subsidiary holdings in a company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling shareholder; or  (b) in fact exercises control of a company
<b>“Directors”</b>	:	The directors of the Company as at the Latest Practicable Date
<b>“EGM”</b>	:	The extraordinary general meeting of the Company to be convened on 16 July 2019 (or any adjournment thereof), the notice of which is set out on pages N-1 to N-2 of this Circular
<b>“Executive Director(s)”</b>	:	The executive directors of the Company as at the Latest Practicable Date
<b>“Group”</b>	:	The Company and its subsidiaries, collectively
<b>“Hong Kong”</b>	:	The Hong Kong Special Administrative Region of the People’s Republic of China
<b>“IFA”</b>	:	Novus Corporate Finance Pte. Ltd., the independent financial adviser to the Non-Interested Directors in relation to the Proposed IPT Mandate
<b>“IFA Letter”</b>	:	The letter dated 1 July 2019 from the IFA to the Non-Interested Directors in relation to the Proposed IPT Mandate
<b>“Independent Shareholders”</b>	:	The Shareholders who are deemed to be independent for the purposes of voting on the Proposed IPT Mandate
<b>“Interested Persons”</b>	:	The interested persons who fall within the Proposed IPT Mandate, as set out in Section 2.5 ( <i>Classes of Interested Persons</i> ) of this Circular
<b>“IPT”</b>	:	An interested person transaction within the meaning of Chapter 9 of the Catalist Rules
<b>“IPT Register”</b>	:	Has the meaning ascribed to it in Section 2.9.1 ( <i>Additional Controls</i> ) of this Circular

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## DEFINITIONS

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<b>“JDHK”</b>	:	JD Resources International Limited
<b>“JDL”</b>	:	JD Resources Limited
<b>“JDM”</b>	:	JD Resources Sdn Bhd
<b>“JDR”</b>	:	JDHK, JDM and JDL
<b>“Latest Practicable Date”</b>	:	26 June 2019, being the latest practicable date prior to the printing of this Circular
<b>“Mandated Transactions”</b>	:	Transactions with the Group that fall within the scope of the Proposed IPT Mandate, as set out in Section 2.6 ( <i>Categories of Mandated Transactions</i> ) of this Circular
<b>“Non-Interested Directors”</b>	:	The Directors who are deemed to be independent in respect of the Proposed IPT Mandate, being Mr Albert Ang Nam Wah, Mr James Ang Nam Heng, Mr Chong Kwang Shih, Mr Choong Yoon Fatt and Mr Wee Meng Seng Aloysius as at the Latest Practicable Date
<b>“Notice of EGM”</b>	:	The notice of the EGM as set out on pages N-1 to N-2 of this Circular
<b>“NTA”</b>	:	Net tangible asset
<b>“NTL”</b>	:	Net tangible liabilities
<b>“Proposed IPT Mandate”</b>	:	The general mandate from Shareholders proposed to be obtained by the Company at the EGM pursuant to Chapter 9 of the Catalist Rules, permitting the Company, its subsidiaries and associated companies to enter into the Mandated Transactions with the Interested Persons
<b>“Review Procedures”</b>	:	The review procedures for determining the transaction prices of the Mandated Transactions, details of which are set out in Section 2.7 ( <i>Guidelines and Review Procedures for the Mandated Transactions</i> ) of this Circular
<b>“Securities Account”</b>	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account
<b>“Securities and Futures Act”</b>	:	Securities and Futures Act, Chapter 289 of Singapore, as amended or modified from time to time
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited

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## DEFINITIONS

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<b>“Shareholders”</b>	:	Registered holders of Shares except that where the registered holder is CDP, the term <b>“Shareholders”</b> shall, in relation to such Shares and where the context admits, mean the Depositors whose direct Securities Accounts maintained with CDP are credited with Shares
<b>“Shares”</b>	:	Ordinary shares in the capital of the Company, and each a <b>“Share”</b>
<b>“Singapore”</b>	:	The Republic of Singapore
<b>“Sponsor”</b>	:	Hong Leong Finance Limited
<b>“subsidiaries”</b>	:	Has the meaning ascribed to it in Section 5 of the Companies Act, and <b>“subsidiary”</b> shall be construed accordingly
<b>“Substantial Shareholder”</b>	:	A person (including a corporation) who holds (directly or indirectly) not less than five per cent (5%) of the total votes attached to all the voting Shares in the Company
<b>“S\$” and “cents”</b>	:	Singapore dollars and cents respectively, the lawful currency of Singapore
<b>“Zinc Sales”</b>	:	Has the meaning ascribed to it in Section 2.3.1 ( <i>Rationale for the Proposed IPT Mandate</i> ) of the Circular
<b>“%” or “per cent”</b>	:	Per centum or percentage

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

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

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 Companies Act, the Securities and Futures Act, the Catalist Rules, or any statutory or regulatory modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act, the Securities and Futures Act, the Catalist Rules, or such statutory or regulatory modification thereof, as the case may be, unless otherwise provided.

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

All discrepancies in the figures included herein between the listed amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

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## DEFINITIONS

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

Any reference to “**we**”, “**us**” and “**our**” in this Circular is a reference to the Group or any member of the Group as the context requires.

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## LETTER TO SHAREHOLDERS

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### AGV GROUP LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 201536566H)

#### BOARD OF DIRECTORS

Mr Chua Wei Kee	<i>(Non-Independent Non-Executive Director, Chairman)</i>
Mr Ang Nam Wah Albert	<i>(Executive Director)</i>
Mr Ang Nam Heng James	<i>(Executive Director)</i>
Mr Chong Kwang Shih	<i>(Independent Director)</i>
Mr Choong Yoon Fatt	<i>(Independent Director)</i>
Mr Wee Meng Seng Aloysius	<i>(Independent Director)</i>

#### REGISTERED OFFICE:

22 Benoi Road  
Singapore 629892

1 July 2019

To : The Shareholders of AGV Group Limited

Dear Sir/Madam

#### THE PROPOSED ADOPTION OF A GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

##### 1. INTRODUCTION

- 1.1. The Board is convening the EGM to be held on 16 July 2019 at 8.30 a.m. at Raffles Marina, Chart Room, Level 2, 10 Tuas West Drive, Singapore 638404 to seek Shareholders' approval for the proposed adoption of a general mandate for interested person transactions (the "**Proposed IPT Mandate**").
- 1.2. The purpose of this Circular is to provide Shareholders with relevant information pertaining to, and to explain the rationale for the Proposed IPT Mandate, as well as to seek Shareholders' approval for the Proposed IPT Mandate to be tabled at the forthcoming EGM. The Notice of EGM is set out on pages N-1 to N-2 of this Circular.
- 1.3. The SGX-ST assumes no responsibility for the correctness of any statements made or reports contained or opinions expressed in this Circular. This Circular has been prepared solely for the purposes set out herein and may not be relied upon by any persons (other than the Shareholders) or for any other purpose.

##### 2. THE PROPOSED ADOPTION OF THE IPT MANDATE

###### 2.1. **Background**

- 2.1.1. The Group's principal business is the provision of hot-dip galvanizing services to the steel and iron fabrication industries. It is anticipated that the Group will, in the ordinary course of business, enter into transactions including, but not limited to, transactions with persons who are considered "Interested Persons" as defined in Chapter 9 of the Catalyst Rules. It is likely that such transactions will be frequent and could arise at any time.

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## LETTER TO SHAREHOLDERS

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2.1.2. In the provision of hot-dip galvanizing services, the Group is heavily dependent on the supply and availability of zinc. Mr Chua Wei Kee, the Non-Executive Chairman of the Group, and his immediate family together (directly or indirectly) have an interest of 30% or more in several zinc distribution companies in the region, including, without limitation:

- (a) JD Resources International Limited (“**JDHK**”)
- (b) JD Resources Sdn Bhd (“**JDM**”)
- (c) JD Resources Limited (“**JDL**”)

(collectively, “**JDR**”). Accordingly, each of JDHK, JDM and JDL are Associates of Mr Chua Wei Kee and are interested persons pursuant to Chapter 9 of the Catalist Rules. Please refer to Section 2.5 (*Classes of Interested Persons*) for further information on JDR. Mr Chua Wei Kee is also a Substantial Shareholder of the Group and has approximately 8.07% shareholding interest in the Company.

2.1.3. It is in line with the Group’s ordinary course of business to enter into transactions with JDR for the purchase of zinc as long as the terms of the relevant transactions are assessed to be in its commercial interests and that of the Group, taking into consideration factors such as pricing competitiveness and priority and/or flexibility in terms of delivery.

2.1.4. JDR has previously supplied zinc to the Group prior to Mr Chua Wei Kee’s appointment as a Non-Executive Director and Chairman of the Group. It is anticipated that the Group would, in the ordinary course of business, continue to purchase its zinc supplies from JDR in connection with its hot-dip galvanizing business.

2.1.5. In view of the above, the Company wishes to seek the approval of Shareholders at the EGM (which shall exclude Shareholders who are required to abstain from voting pursuant to Rule 920(1)(b)(viii) of the Catalist Rules) for the adoption of the general mandate permitting an Entity at Risk to enter into the categories of interested person transactions as specified in Section 2.6 (*Categories of Mandated Transactions*) of this Circular with the Interested Persons as set out in Section 2.5 (*Classes of Interested Persons*) of the Circular in the future, provided that such transactions are carried out on normal commercial terms and will not be prejudicial to the interest of the Company and its Independent Shareholders.

### 2.2. Chapter 9 of the Catalist Rules

2.2.1. Under Chapter 9 of the Catalist Rules, where a listed company or any of its subsidiaries or associated companies that are defined as an “entity at risk” proposes to enter into a transaction with an “interested person”, an immediate announcement or an immediate announcement and shareholders’ approval is required in respect of that transaction if its value is equal to, or more than, certain financial thresholds.

2.2.2. In particular, an immediate announcement is required where:

- (a) the transaction is of a value equal to, or more than, 3.0% of the group’s latest audited NTA; or
- (b) the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3.0% or more of the group’s latest audited NTA.

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## LETTER TO SHAREHOLDERS

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- 2.2.3. Further, shareholders' approval (in addition to an immediate announcement) is required where:
- (a) the transaction is of a value equal to, or more than, 5.0% of the group's latest audited NTA; or
  - (b) the transaction, when aggregated with other transactions entered into with the same interested person during the same financial year, is of a value equal to, or more than 5.0% of the group's latest audited NTA.
- 2.2.4. The above requirements for immediate announcement and/or for shareholders' approval do not apply to any transaction below S\$100,000, and certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk and hence excluded from the ambit of Chapter 9 of the Catalist Rules.
- 2.2.5. For the purpose of Chapter 9 of the Catalist Rules,
- (a) an **"entity at risk"** means:
    - (i) the listed company;
    - (ii) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or
    - (iii) an associated company of the listed group that is not listed on the SGX-ST or an approved exchange, provided that the listed group, or the listed group and its interested person(s), has control over the associated company;
  - (b) an **"interested person"** means a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder;
  - (c) an **"approved exchange"** means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9 of the Catalist Rules;
  - (d) an **"interested person transaction"** means a transaction between an entity at risk and an interested person; and
  - (e) a **"transaction"** includes the provision or receipt of financial assistance; the acquisition, disposal or leasing of assets; the provision or receipt of services; the issuance or subscription of securities; the granting of or being granted options; and the establishment of joint ventures or joint investments, whether or not entered into in the ordinary course of business, and whether entered into directly or indirectly.
- 2.2.6. Rule 920 of the Catalist Rules permits a listed company to seek a general mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials (but not in respect of the purchase or sale of assets, undertakings or businesses) that may be carried out with the listed company's interested persons. A general mandate is also subject to annual renewal.

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## LETTER TO SHAREHOLDERS

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2.2.7. **For illustration purposes**, based on the audited consolidated financial statements of the Group for the financial year ended 30 September 2018, the audited NTL of the Group was approximately S\$5,072,000. Accordingly, in relation to the Group and for the purposes of Chapter 9 of the Catalist Rules for the current financial year, Shareholders' approval is required where:

- (a) the interested person transaction is of a value equal to, or more than, approximately S\$253,600, being 5% of the latest audited NTL value of the Group; or
- (b) the interested person transaction, when aggregated with other transactions entered into with the same interested person or interested persons of the same group during the same financial year, is of a value equal to, or more than, approximately S\$253,600.

### 2.3. Rationale for and benefits of the Proposed IPT Mandate

2.3.1. The Group's business and operation is dependent on, amongst others, the supply and availability of zinc. JDR is engaged in the business of zinc and zinc alloy distribution across the region. It is anticipated that the Group would, in the ordinary course of business, continue to purchase zinc from JDR in connection with the Group's hot-dip galvanizing business (the "**Zinc Sales**"), if such pricing offered is competitive or favourable compared to those offered by other third parties.

2.3.2. The Directors are of the view that it will be beneficial to the Group to transact with the Interested Persons, as such transactions are entered into by the Group in its ordinary course of business. The Proposed IPT Mandate will eliminate the need for the Group to announce, or to announce and convene separate general meetings on each occasion to seek Shareholders' prior approval to allow the Group to enter into such Mandated Transactions. This will substantially reduce the expenses associated with the convening of general meetings (including the engagement of external advisers and preparation of documents), improve administrative efficacy considerably and allow manpower resources and time to be channeled towards attaining other business objectives.

2.3.3. The Group will be able to maximise its business opportunities especially in transactions that are time-sensitive in nature, securing projects with better profit margins and minimise the usage of administrative resources. Notwithstanding the above, Shareholders will be updated on the value of such Mandated Transactions through the Company's interim and full-year financial results announcements and in its annual reports.

### 2.4. Validity Period of the Proposed IPT Mandate

If approved by Shareholders at the EGM, the Proposed IPT Mandate will take effect from the date of receipt of Shareholders' approval, and will (unless revoked or varied by the Company in a general meeting) continue in force until the next AGM is held or is required by law to be held, whichever is the earlier. Approval from the Shareholders will be sought for the renewal of the Proposed IPT Mandate at the next AGM and at each subsequent AGM, subject to satisfactory review by the Audit Committee of the continued requirement of the Proposed IPT Mandate and the continued sufficiency of the review procedures to ensure that the Mandated Transactions will be carried out on normal commercial terms and will not be prejudicial to the interest of the Company and its Independent Shareholders.

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## LETTER TO SHAREHOLDERS

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### 2.5. Classes of Interested Persons

2.5.1. The Proposed IPT Mandate will apply to Mandated Transactions which are carried out between the Group and JDR.

(a) JDHK

JDHK is a private company incorporated in Hong Kong. As at the Latest Practicable Date, Mr Chua Wei Kee, the Non-Executive Chairman of the Group, holds 80% of the shares in JDHK and is also a director of JDHK. Ms Tan Swee Buoy, the wife of Mr Chua Wei Kee, holds 20% of the shares in JDHK and is also a director of JDHK.

(b) JDM

JDM is a private company incorporated in Malaysia. As at the Latest Practicable Date, JDHK holds 90% of the shares in JDM. Mr Chua Wei Kee holds the remaining 10% of the shares in JDM, and is also a director of JDM. Ms Tan Swee Buoy is also a director of JDM.

(c) JDL

JDL is a private company incorporated in Labuan. As at the Latest Practicable Date, JDHK holds 90% of the shares in JDL. Mr Chua Wei Kee holds the remaining 10% of the shares in JDL, and is also a director of JDL. Ms Tan Swee Buoy is also a director of JDL.

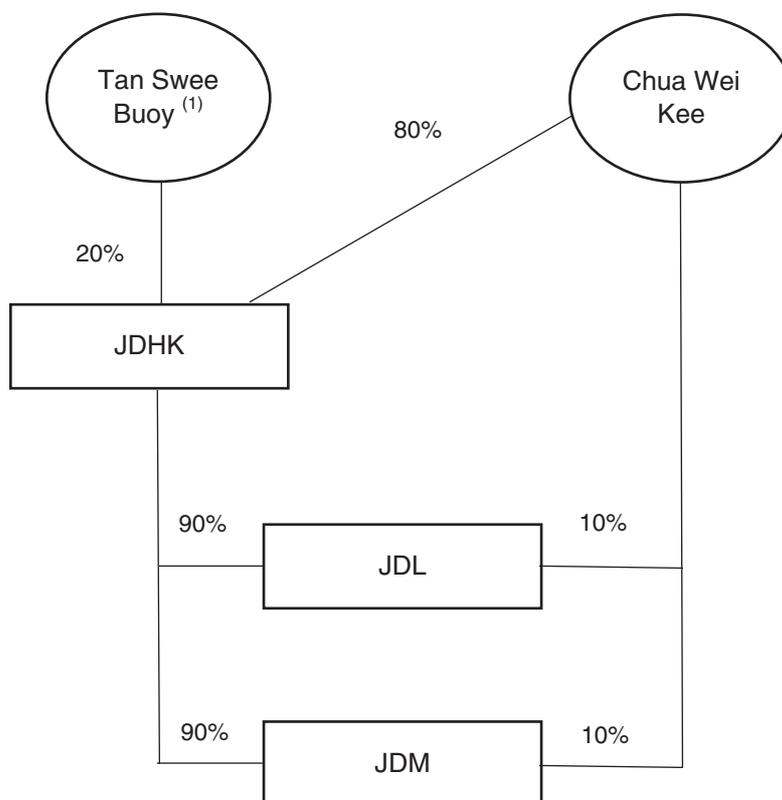
Pursuant to Chapter 9 of the Catalist Rules, JDHK, JDM and JDL are considered to be Associates of Mr Chua Wei Kee, and are therefore deemed to be interested persons. Accordingly, transactions entered into between the Group and either of JDHK, JDM and/or JDL are deemed interested person transactions and would be subject to Chapter 9 of the Catalist Rules.

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2.5.2. A diagrammatic representation of JDR as described above is set out below:



**Note:**

(1) Tan Swee Buoy is the wife of Chua Wei Kee.

### 2.6. Categories of Mandated Transactions

- 2.6.1. The Group wishes to obtain Shareholders' approval for the Proposed IPT Mandate, under which the Group may enter into recurrent transactions of a trading nature or those necessary for its day-to-day operations with JDR in respect of the Zinc Sales.
- 2.6.2. The Proposed IPT Mandate will not cover any transactions below S\$100,000 in value between the Group and an Interested Person (within the meaning of Chapter 9 of the Catalist Rules) as the threshold and aggregation requirements of Chapter 9 of the Catalist Rules do not apply to such transactions.
- 2.6.3. For the avoidance of doubt, transactions with other interested persons (within the meaning of Chapter 9 of the Catalist Rules) that do not fall within the ambit of the Proposed IPT Mandate will be subject to the relevant provisions of Chapter 9 of the Catalist Rules and/or other applicable provisions of the Catalist Rules.

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### 2.7. Guidelines and Review Procedures for the Mandated Transactions

2.7.1. To ensure that all Mandated Transactions are conducted on normal commercial terms and will not be prejudicial to the interests of the Company and the Independent Shareholders, the Group will adopt the specific guidelines and procedures as set out below:

- (a) all purchase orders with external reference quoted prices or rates are to be carried out based on the prevailing market reference price available on established exchanges and/or established market references and is calculated by reference to any fair pricing basis to be determined and agreed by the management of the Company;
- (b) purchase orders without external reference quoted prices or rates are to be carried out with reference to at least two (2) additional quotations from non-interested persons in respect of the same or substantially the same type of transactions, contemporaneously in time, for comparison and the purchase price shall not be higher than the most competitive price of the two (2) additional quotations from non-interested persons. In determining the most competitive price, all pertinent factors including but not limited to quality, track record, delivery time, requirements and specifications of the Group will be taken into consideration; and
- (c) where it is not possible to compare against the terms of other contemporaneous transactions with unrelated third parties, the Mandated Transaction will be approved by the Group Financial Controller (or equivalent person) or an Executive Director with no interest, direct or indirect, or failing which, by the Audit Committee, in the proposed interested person transactions, in accordance with the Group's usual business practices and policies, taking into consideration the general industry practice. In determining the transaction price payable to the Interested Persons for such products, factors such as, but not limited to, quantity, delivery time, track record, requirements and specifications will be taken into account. The terms of the Zinc Sales shall not be less favourable than the terms offered by the Interested Persons to unrelated third parties, taking into account the abovementioned factors.

### 2.8. Approval and Review Threshold

2.8.1. The following approval procedures have been implemented to supplement existing internal control procedures for the Mandated Transactions to ensure that such transactions are undertaken on an arm's length basis and on normal commercial terms. For the avoidance of doubt, where the approving party as stipulated herein is interested in the transaction to be approved, he/she will inform the Audit Committee and such disclosures should be documented and he/she will refrain from participating in the deliberations and the approval process as detailed below. In the event any equivalent person with the relevant experience and responsibility, as stated below for the various thresholds cannot be determined, the approving authority shall be decided by the Audit Committee.

2.8.2. Review and approval thresholds for individual and aggregate transactions shall be as follows:

- (a) where the value of any individual Mandated Transaction with the Interested Person is below 3% of the Group's latest audited NTA, such transactions shall require the

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## LETTER TO SHAREHOLDERS

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review and prior approval of the Group Financial Controller (or equivalent person) and an Executive Director, who is not interested in the transaction;

- (b) where the individual or aggregate value of the Mandated Transaction is equal to or more than 3% of the Group's latest audited NTA, such transactions shall require the prior approval of the Audit Committee and recommendation of the Group Financial Controller (or equivalent person) or an Executive Director who is not interested in the transactions. If a member of the Audit Committee is interested in any Mandated Transactions, he shall abstain from participating in the review of that particular transaction; and
- (c) where the value of any individual Mandated Transaction when aggregated with other transactions entered into with the same Interested Person in a financial year is equal to or more than 3% of the Group's latest audited NTA, all subsequent transactions will be subject to the prior approval of the Audit Committee and recommendation of the Group Financial Controller (or equivalent person) or an Executive Director who is not interested in the transactions. If a member of the Audit Committee is interested in any Mandated Transactions, he shall abstain from participating in the review of such transactions. Mandated Transactions that have been approved by the Audit Committee need not be aggregated for the purpose of such approval. For the avoidance of doubt, the Audit Committee shall be responsible for such approvals.

2.8.3. The threshold limits set out above are adopted by the Company taking into account, amongst others, the nature, volume, recurrent frequency and size of the transactions as well as the Group's day-to-day operations, administration and businesses. The threshold limits are arrived at after considering the operational efficiency for the day-to-day business operations of the Group and the internal controls for Mandated Transactions. The approval threshold limits act as an additional safeguard to supplement the review procedures which will be implemented by the Company for the Mandated Transactions. Furthermore, the Audit Committee will review the threshold limits annually to ensure that they are not prejudicial to the interests of the Company and the Independent Shareholders.

### 2.9. **Additional Controls**

2.9.1. In addition to the guidelines and review procedures set out above, the Company will implement the following supplementary procedures to ensure that the Mandated Transactions carried out under the Proposed IPT Mandate are undertaken on an arm's length basis and on normal commercial terms and will not be prejudicial to the interests of the Company and the Independent Shareholders:

- (a) Maintain registers of Interested Persons and IPTs

The finance department of the Group will maintain and update a list of interested persons (including the Interested Persons) (which is to be updated immediately if there are any changes) to enable identification of interested persons. The list of interested persons will be reviewed monthly by the Group Financial Controller (or equivalent person), who shall also not be interested in any of the IPTs, and who are duly delegated to do so by the Audit Committee. The list of interested persons shall be reviewed by the Audit Committee at least on a quarterly basis, to ensure that the IPTs are carried out on an arm's length basis and in accordance with the procedures outlined above. It will take into account all relevant non-quantitative factors.

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## LETTER TO SHAREHOLDERS

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The finance department of the Group will also maintain a register of IPTs (including the Mandated Transactions), including those below S\$100,000 in value (the “**IPT Register**”). The IPT Register will record information pertinent to IPTs such as but not limited to, the list of interested persons, the nature of the IPTs, the basis and rationale for the entry into the transactions, the pricing and terms of the two (2) other contemporaneous transactions of a similar nature with non-interested persons which were used for comparison, other evidence obtained to support such basis on which the IPTs were entered into, as well as the approving authority. The IPT Register shall be reviewed by the Group Financial Controller (or equivalent person) who is not interested in the IPTs on a monthly basis. In addition, any exceptions or departures from the procedures shall be reported and highlighted to the Audit Committee immediately.

The Audit Committee shall periodically, at least on a quarterly basis, review the IPT Register to ensure that all interested person transactions (including the Mandated Transactions) are carried out on normal commercial terms and in accordance with the guidelines and review procedures in the Proposed IPT Mandate. All relevant non-quantitative factors will also be taken into account. Such review includes the examination of the transaction(s) and its supporting documents or such other information deemed necessary by the Audit Committee.

The Group Financial Controller (or equivalent person) will obtain signed letters of confirmation from the Directors, key management of the Company, and the Controlling Shareholders on a periodic basis (of not less than quarterly or such other period as may be determined by the Audit Committee) with respect to their interest in any transactions with the Group.

(b) Review by Audit Committee

The Audit Committee will review the IPT Register on a quarterly basis to ensure that all interested person transactions (including the Mandated Transactions) are carried out on normal commercial terms and in accordance with the established guidelines and review procedures under the Proposed IPT Mandate.

The Audit Committee will review the established guidelines and review procedures of the Mandated Transactions and determine if such guidelines and review procedures continue to be adequate and/or are commercially practicable in ensuring that the Mandated Transactions are conducted on normal commercial terms and are not prejudicial to the interests of the Company and the Independent Shareholders. If the Audit Committee is of the view that the guidelines and review procedures have become inappropriate or insufficient to meet such objectives, the Company will seek a fresh mandate from the Shareholders based on new guidelines and review procedures for the Mandated Transactions. During the interim period prior to obtaining a fresh mandate from the Shareholders, all Mandated Transactions will be subject to prior review and approval by the Audit Committee.

The Audit Committee shall review the annual or periodic (such periods as may be decided by the Audit Committee) external and internal audit reports to ascertain that the guidelines and review procedures under the Proposed IPT Mandate have been complied with and have overall responsibility for the determination of such guidelines and review procedures.

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## LETTER TO SHAREHOLDERS

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The Audit Committee shall, when it deems fit, have the right to require the appointment of independent advisers and/or valuers to provide additional information or review of controls and its implementation pertaining to the Mandated Transactions under review.

Any member of the Audit Committee who is not considered independent in respect of the interested person transactions under the Proposed IPT Mandate shall abstain from voting on any respective resolution and/or abstain from participating in the Audit Committee's decision during its review of the IPT guidelines and review procedures or during its review or approval of any interested person transactions.

(c) Review by External and Internal Auditors

The annual external audit plan of the Company shall incorporate a review of interested person transactions entered into in the relevant financial year pursuant to the Proposed IPT Mandate.

The Group's annual or periodic (such periods as may be decided by the Audit Committee) internal audit plan shall incorporate a half yearly review of all IPTs (including the Mandated Transactions), including the established review procedures for monitoring of such IPTs (including the Mandated Transactions), entered into during the period under review.

The internal auditors will report directly to the Audit Committee. The findings by the external and internal auditors will be submitted to the Audit Committee to ensure, *inter alia*, that the interested person transactions have been carried out on normal commercial terms and were not prejudicial to the interests of the Company and the Independent Shareholders, and that the relevant approvals have been obtained.

(d) Further Compliance

The Directors will ensure that all disclosure, approval and other requirements on IPTs (including the Mandated Transactions), including those required by prevailing legislation, the Catalist Rules and accounting standards, are complied with.

### 2.10. Disclosure in Financial Results Announcement and Annual Report

2.10.1. The Company will announce the aggregate value of transactions conducted with the Interested Persons pursuant to the Proposed IPT Mandate for the relevant financial periods which the Company is required to report on pursuant to the Catalist Rules and within the time required for the announcement of such reports.

## LETTER TO SHAREHOLDERS

2.10.2. Disclosure will also be made in the Company's annual report of the aggregate value of transactions conducted with the Interested Persons pursuant to the Proposed IPT Mandate during the financial year, and in the annual reports for subsequent financial years that the Proposed IPT Mandate continues in force, in accordance with the requirements of Chapter 9 of the Catalist Rules as follows:

Name of Interested Person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)

### 3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

3.1. The direct and deemed interests of the Directors and the Substantial Shareholders in the Shares as at the Latest Practicable Date are as follows:

	Direct Interest		Deemed Interest	
	Number of Shares	Shareholding (%) <sup>(1)</sup>	Number of Shares	Shareholding (%) <sup>(1)</sup>
<b>Directors</b>				
Albert Ang Nam Wah	–	–	23,106,440 <sup>(2)</sup>	12.43
James Ang Nam Heng	–	–	23,106,440 <sup>(2)</sup>	12.43
Chua Wei Kee	15,000,000	8.07	–	–
<b>Substantial Shareholders (other than Directors)</b>				
Asiagalv Capital LLP	23,106,440	12.43	–	–
Ch'ng Ban Bee	15,000,000	8.07	–	–
Chan Kai Cheung	15,000,000	8.07	–	–
Ang Ghee Ann	11,000,000	5.92	–	–

**Notes:**

(1) Calculated based on 185,946,440 Shares and excluding treasury shares.

(2) Albert Ang and James Ang are deemed interested in the 23,106,440 Shares held by Asiagalv Capital LLP, a limited liability partnership between Albert Ang and James Ang. Albert Ang and James Ang are brothers.

3.2. Save for Mr Chua Wei Kee, none of the Directors or Substantial Shareholders of the Company has any interest, direct or indirect, in the Proposed IPT Mandate other than through their respective shareholdings in the Company.

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## LETTER TO SHAREHOLDERS

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### **4. OPINION OF THE INDEPENDENT FINANCIAL ADVISER**

- 4.1. Novus Corporate Finance Pte. Ltd. has been appointed as the IFA to advise the Non-Interested Directors on whether the guidelines and review procedures for determining the terms of the Proposed IPT Mandate, if adhered to, are sufficient to ensure that the Mandated Transactions will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and the Independent Shareholders.
- 4.2. Having regard to, *inter alia*, the Review Procedures set up by the Company, the role of the Audit Committee in enforcing the Review Procedures pursuant to the Proposed IPT Mandate and the rationale for and benefits of the Proposed IPT Mandate, the IFA is of the opinion that the guidelines and review procedures for determining the terms of the Mandated Transactions under the Proposed IPT Mandate as set out in Sections 2.7 (*Guidelines and Review Procedures for the Mandated Transactions*), 2.8 (*Approval and Review Threshold*) and 2.9 (*Additional Controls*) of this Circular, if adhered to, are sufficient to ensure that the Mandated Transactions will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its Independent Shareholders.
- 4.3. The IFA has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name, the IFA Letter and all references thereto, in the form and context in which they appear in this Circular.
- 4.4. The IFA Letter is reproduced as Appendix A to this Circular. Shareholders are advised to read and consider the IFA Letter in its entirety and carefully consider it in the context of this Circular before deciding on whether to approve the Proposed IPT Mandate.

### **5. STATEMENT OF THE AUDIT COMMITTEE**

Having considered, amongst others, the terms, the rationale and the benefits of the Proposed IPT Mandate in Section 2.3 (*Rationale for the Proposed IPT Mandate*) of this Circular, the Audit Committee has reviewed the guidelines and review procedures, as set out in Sections 2.7 (*Guidelines and Review Procedures for the Mandated Transactions*), 2.8 (*Approval and Review Threshold*) and 2.9 (*Additional Controls*) of this Circular and proposed by the Company for determining pricing and terms of the Mandated Transactions, and is satisfied that the guidelines and review procedures for the Mandated Transactions are sufficient to ensure that the Mandated Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its Independent Shareholders.

### **6. NON-INTERESTED DIRECTORS' RECOMMENDATION**

- 6.1. Having considered, amongst others, the rationale for the Proposed IPT Mandate, the benefits of the Proposed IPT Mandate to the Group, and the opinion of the IFA, the Non-Interested Directors are unanimously of the opinion that the Proposed IPT Mandate is in the best interests of the Company. The Non-Interested Directors unanimously agree that the guidelines and review procedures for determining the terms of the Mandated Transactions under the Proposed IPT Mandate as set out in Sections 2.7 (*Guidelines and Review Procedures for the Mandated Transactions*), 2.8 (*Approval and Review Threshold*) and 2.9 (*Additional Controls*) of this Circular for the Mandated Transactions to be entered into pursuant to the Proposed IPT Mandate are sufficient to ensure that the Mandated

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## LETTER TO SHAREHOLDERS

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Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its Independent Shareholders.

- 6.2. Accordingly, the Non-Interested Directors unanimously recommend that Shareholders vote in favour of the ordinary resolution relating to the Proposed IPT Mandate as set out in the Notice of EGM.
- 6.3. In giving the above recommendation, the Non-Interested Directors have not taken into consideration the specific objectives, financial situation or unique needs and constraints of each Independent Shareholder. **The Non-Interested Directors recommend that any Independent Shareholder who has doubt as to the action he should take should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser.**

### **7. ABSTENTION FROM VOTING**

- 7.1. In accordance with Rule 920(1)(b)(viii) of the Catalist Rules, the Interested Persons will abstain and have undertaken to ensure that their Associates will abstain from voting on the resolution approving the Proposed IPT Mandate. As such, Mr Chua Wei Kee, and his Associates, shall abstain from voting at the EGM on the ordinary resolution relating to the Proposed IPT Mandate.
- 7.2. Mr Chua Wei Kee and his Associates will also decline to accept appointment as proxies for any Shareholder to vote in respect of the ordinary resolution relating to the Proposed IPT Mandate, unless the Shareholder concerned shall have given specific instructions in his proxy form as to the manner in which his votes are to be cast in respect of the said resolution.
- 7.3. Save as disclosed, the Company is not aware of any of its Directors or Controlling Shareholders having any interest, direct or indirect, in the Proposed IPT Mandate.

### **8. EXTRAORDINARY GENERAL MEETING**

The EGM, notice of which is set out on pages N-1 to N-2 of this Circular, will be held on 16 July 2019 at 8.30 a.m. at Raffles Marina, Chart Room, Level 2, 10 Tuas West Drive, Singapore 638404 for the purpose of considering and if, thought fit, passing, with or without modifications, the ordinary resolutions relating to the Proposed IPT Mandate as set out in the Notice of EGM.

### **9. ACTION TO BE TAKEN BY SHAREHOLDERS**

- 9.1. If a Shareholders is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the attached Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of the Company at 22 Benoi Road Singapore 629892 not less than 72 hours before the time fixed for holding the EGM. Completion and return of the Proxy Form by a Shareholder will not prevent him from attending and voting at the EGM if he so wishes.

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## LETTER TO SHAREHOLDERS

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- 9.2. A Depositor shall not be regarded as a Shareholder entitled to attend and vote at the EGM unless he is shown to have Shares entered against his name in the Depository Register as at 72 hours before the time fixed for holding the EGM, as certified by CDP to the Company.

### 10. 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 IPT Mandate, 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 this Circular in its proper form and context.

### 11. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 22 Benoi Road Singapore 629892 during normal business hours for a period of three (3) months from the date of this Circular:

- (a) the Constitution of the Company;
- (b) the Annual Report of the Company for FY2018;
- (c) the IFA Letter; and
- (d) the letter of consent from the IFA.

Yours faithfully  
for and on behalf of the Board of Directors of  
**AGV GROUP LIMITED**

Albert Ang Nam Wah  
Executive Director

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## APPENDIX A – IFA LETTER

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### NOVUS CORPORATE FINANCE PTE. LTD.

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 201723484W)

9 Raffles Place  
#17-05 Republic Plaza Tower 1  
Singapore 048619

1 July 2019

To: The Non-Interested Directors of AGV Group Limited  
(in respect of the Proposed IPT Mandate (as defined below))

Albert Ang Nam Wah  
James Ang Nam Heng  
Chong Kwang Shih  
Choong Yoon Fatt  
Wee Meng Seng Aloysius

Dear Sirs,

#### THE PROPOSED ADOPTION OF A GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

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*Unless otherwise defined or the context otherwise requires, all capitalised terms in this letter shall have the same meanings as defined in the circular dated 1 July 2019 (the “Circular”).*

#### 1. INTRODUCTION

AGV Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) is proposing to seek approval from its shareholders (“**Shareholders**”) for the proposed adoption of a Shareholders’ mandate for interested person transactions (the “**Proposed IPT Mandate**”).

Novus Corporate Finance Pte. Ltd. (“**NCF**”) has, in accordance with Chapter 9 of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”), been appointed as the independent financial adviser (the “**IFA**”) as required under Rule 920(1)(b)(v) of the Catalist Rules to provide an opinion on whether the review procedures for determining the transaction prices of the interested person transactions (the “**Review Procedures**”) pursuant to the Proposed IPT Mandate (the “**Mandated Transactions**”), if adhered to, are sufficient to ensure that the Mandated Transactions will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and the Independent Shareholders (as defined herein).

This letter has been prepared pursuant to Rule 920(1)(b)(v) of the Catalist Rules as well as for the use by the directors of the Company (the “**Directors**”) who are deemed to be independent in respect of the Proposed IPT Mandate (the “**Non-Interested Directors**”) in their consideration of the Proposed IPT Mandate. This letter will be incorporated as Appendix A to the Circular which provides, *inter alia*, details of the Proposed IPT Mandate and the opinion of the audit committee of the Company (the “**Audit Committee**”) thereon.

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## APPENDIX A – IFA LETTER

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### 2. TERMS OF REFERENCE

We were neither a party to the negotiations entered into by the Company in relation to the transactions contemplated under the Proposed IPT Mandate nor were we involved in the deliberations leading up to the decision of the Directors to seek the approval of the Shareholders who are deemed to be independent in respect of the Proposed IPT Mandate (the “**Independent Shareholders**”) for the adoption of the Proposed IPT Mandate. We do not, by this letter, warrant the merits of the Proposed IPT Mandate other than to form an opinion, for the purposes of Chapter 9 of the Catalist Rules, on whether the Review Procedures, if adhered to, are sufficient to ensure that the Mandated Transactions will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and the Independent Shareholders. We have not conducted a comprehensive review of the business, operations or financial condition of the Company and its subsidiaries (collectively, the “**Group**”).

For the purposes of arriving at our opinion in respect of the Proposed IPT Mandate, we have, as the IFA appointed under Rule 920(1)(b)(v) of the Catalist Rules, taken into account the Review Procedures set up by the Company for determining the transaction prices of the Mandated Transactions pursuant to the Proposed IPT Mandate but have not evaluated, and have not been requested to comment on, the strategic or commercial merits or risks of the Proposed IPT Mandate or the prospects or earnings potential of the Company or the Group, and such evaluation shall remain the sole responsibility of the Directors.

We were also not required or authorised to obtain, and we have not obtained, any quotation or transacted prices from third parties for products and/or services similar to those which are to be covered by the Proposed IPT Mandate, and therefore are not able to and will not compare the transactions covered by the Proposed IPT Mandate to similar transactions with third parties.

In the course of our evaluation of the Proposed IPT Mandate, we have relied on, and assumed without independent verification, the accuracy and completeness of published information relating to the Company. We have also relied on the information provided and representations made by the Directors and the Company’s management. We have not independently verified such information, representation or assurance made by them, whether written or verbal, and accordingly cannot and do not accept any responsibility for the accuracy, completeness or adequacy of such information, representation or assurance. We have nevertheless made reasonable enquiries and exercised our judgment on the reasonable use of such information and have found no reason to doubt the accuracy or reliability of the information.

We have relied upon the Company’s representations that, after making all reasonable inquiries and to the best of the Company’s knowledge, information and belief, all material information in connection with the Proposed IPT Mandate and the Company has been disclosed to us, that such information is true, complete and accurate in all material aspects and that there is no other information or fact, the omission of which would cause any information disclosed to us or the facts of or in relation to the Company stated in the Circular to be inaccurate, incomplete or misleading in any material aspect.

Our opinion, as set out in this letter, is based upon the market, economic, political, industry, monetary and other applicable conditions subsisting on, and the information made available to us as of, 26 June 2019 (the “**Latest Practicable Date**”) prior to the issue of this letter. Such conditions may change significantly over a relatively short period of time. We assume no responsibility to update, revise or reaffirm our opinion in light of any subsequent development after the Latest Practicable Date that may affect our opinion contained herein.

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## APPENDIX A – IFA LETTER

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In arriving at our opinion, we have not had regard to the specific investment objectives, financial situation, tax position, risk profile or unique needs and constraints of any individual Shareholder. As each Shareholder would have different investment objectives and profiles, we would advise the Non-Interested Directors to recommend that any individual Shareholder who may require specific advice in relation to his or her investment objectives or portfolio should consult his or her stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

The Company has been separately advised by its own advisers in the preparation of the Circular (other than this letter). Accordingly, we take no responsibility for and state no views, express or implied, on the contents of the Circular (other than this letter).

**Our opinion in respect of the Proposed IPT Mandate should be considered in the context of the entirety of this letter and the Circular.**

### 3. BACKGROUND

The Group's principal business is the provision of hot-dip galvanizing services to the steel and iron fabrication industries. It is anticipated that the Group will, in the ordinary course of business, enter into transactions including, but not limited to, transactions with persons who are considered "Interested Persons" as defined in Chapter 9 of the Catalist Rules. It is likely that such transactions will be frequent and could arise at any time.

In the provision of hot-dip galvanizing services, the Group is heavily dependent on the supply and availability of zinc. Mr Chua Wei Kee, the Non-Executive Chairman of the Group, and his immediate family together (directly or indirectly) have an interest of 30% or more in several zinc distribution companies in the region, including, without limitation:

- (a) JD Resources International Limited ("JDHK")
- (b) JD Resources Sdn Bhd ("JDM")
- (c) JD Resources Limited ("JDL")

(collectively, "JDR"). Accordingly, each of JDHK, JDM and JDL are Associates (as defined under the Catalist Rules) of Mr Chua Wei Kee and are interested persons pursuant to Chapter 9 of the Catalist Rules. Mr Chua Wei Kee is also a substantial shareholder of the Group and has approximately 8.07% shareholding interest in the Company.

It is in line with the Group's ordinary course of business to enter into transactions with JDR for the purchase of zinc as long as the terms of the relevant transactions are assessed to be in its commercial interests and that of the Group, taking into consideration factors such as pricing competitiveness and priority and/or flexibility in terms of delivery.

JDR has previously supplied zinc to the Group prior to Mr Chua Wei Kee's appointment as a Non-Executive Director and Chairman of the Group. It is anticipated that the Group would, in the ordinary course of business, continue to purchase its zinc supplies from JDR in connection with its hot-dip galvanizing business.

In view of the above, the Company wishes to seek the approval of Shareholders for the adoption of the Proposed IPT Mandate.

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### 4. RATIONALE FOR AND BENEFITS OF THE PROPOSED IPT MANDATE TO THE GROUP

The full text of the rationale for the Proposed IPT Mandate can be found in section 2.3 of the Circular and has been reproduced in italics below:

*“The Group’s business and operation is dependent on, amongst others, the supply and availability of zinc. JDR is engaged in the business of zinc and zinc alloy distribution across the region. It is anticipated that the Group would, in the ordinary course of business, continue to purchase zinc from JDR in connection with the Group’s hot-dip galvanizing business (the “Zinc Sales”), if such pricing offered is competitive or favourable compared to those offered by other third parties.*

*The Directors are of the view that it will be beneficial to the Group to transact with the Interested Persons, as such transactions are entered into by the Group in its ordinary course of business. The Proposed IPT Mandate will eliminate the need for the Group to announce, or to announce and convene separate general meetings on each occasion to seek Shareholders’ prior approval to allow the Group to enter into such Mandated Transactions. This will substantially reduce the expenses associated with the convening of general meetings (including the engagement of external advisers and preparation of documents), improve administrative efficacy considerably and allow manpower resources and time to be channeled towards attaining other business objectives.*

*The Group will be able to maximise its business opportunities especially in transactions that are time-sensitive in nature, securing projects with better profit margins and minimise the usage of administrative resources. Notwithstanding the above, Shareholders will be updated on the value of such Mandated Transactions through the Company’s interim and full-year financial results announcements and in its annual reports.”*

### 5. CLASSES OF INTERESTED PERSONS

The Company proposes to adopt the Proposed IPT Mandate for Mandated Transactions which are carried out between the Group and JDR.

(a) JDHK

JDHK is a private company incorporated in Hong Kong. As at the Latest Practicable Date, Mr Chua Wei Kee, the Non-Executive Chairman of the Group, holds 80% of the shares in JDHK and is also a director of JDHK. Ms Tan Swee Buoy, the wife of Mr Chua Wei Kee, holds 20% of the shares in JDHK and is also a director of JDHK.

(b) JDM

JDM is a private company incorporated in Malaysia. As at the Latest Practicable Date, JDHK holds 90% of the shares in JDM. Mr Chua Wei Kee holds the remaining 10% of the shares in JDM, and is also a director of JDM. Ms Tan Swee Buoy is also a director of JDM.

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(c) JDL

JDL is a private company incorporated in Labuan. As at the Latest Practicable Date, JDHK holds 90% of the shares in JDL. Mr Chua Wei Kee holds the remaining 10% of the shares in JDL, and is also a director of JDL. Ms Tan Swee Buoy is also a director of JDL.

Pursuant to Chapter 9 of the Catalist Rules, JDHK, JDM and JDL are considered to be Associates of Mr Chua Wei Kee, and are therefore deemed to be interested persons. Accordingly, transactions entered into between the Group and any of JDHK, JDM and/or JDL would be subject to Chapter 9 of the Catalist Rules.

### 6. CATEGORIES OF MANDATED TRANSACTIONS

The Group wishes to obtain Shareholders' approval for the Proposed IPT Mandate, under which the Group may enter into recurrent transactions of a trading nature or those necessary for its day-to-day operations with JDR in respect of the Zinc Sales.

The Proposed IPT Mandate will not cover any transactions below S\$100,000 in value between the Group and an Interested Person (within the meaning of Chapter 9 of the Catalist Rules) as the threshold and aggregation requirements of Chapter 9 of the Catalist Rules do not apply to such transactions.

For the avoidance of doubt, transactions with other interested persons (within the meaning of Chapter 9 of the Catalist Rules) that do not fall within the ambit of the Proposed IPT Mandate will be subject to the relevant provisions of Chapter 9 of the Catalist Rules and/or other applicable provisions of the Catalist Rules.

### 7. REVIEW PROCEDURES FOR MANDATED TRANSACTIONS UNDER THE PROPOSED IPT MANDATE

Any proposed Transaction between the Company and JDR shall be subject to the guidelines and review procedures as stated in sections 2.7, 2.8 and 2.9 of the Circular (the "**Review Procedures**"), which has been set out as follows:

#### 7.1 Guidelines and Review Procedures for the Mandated Transactions

To ensure that all Mandated Transactions are conducted on normal commercial terms and will not be prejudicial to the interests of the Company and the Independent Shareholders, the Group will adopt the specific guidelines and procedures as set out below:

- (a) all purchase orders with external reference quoted prices or rates are to be carried out based on the prevailing market reference price available on established exchanges and/or established market references and is calculated by reference to any fair pricing basis to be determined and agreed by the management of the Company;
- (b) purchase orders without external reference quoted prices or rates are to be carried out with reference to at least two (2) additional quotations from non-interested persons in respect of the same or substantially the same type of transactions, contemporaneously in time, for comparison and the purchase price shall not be higher than the most competitive price of the two (2) additional quotations from non-interested persons. In

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determining the most competitive price, all pertinent factors including but not limited to quality, track record, delivery time, requirements and specifications of the Group will be taken into consideration; and

- (c) where it is not possible to compare against the terms of other contemporaneous transactions with unrelated third parties, the Mandated Transaction will be approved by the Group Financial Controller (or equivalent person) or an Executive Director with no interest, direct or indirect, or failing which, by the Audit Committee, in the proposed interested person transactions, in accordance with the Group's usual business practices and policies, taking into consideration the general industry practice. In determining the transaction price payable to the Interested Persons for such products, factors such as, but not limited to, quantity, delivery time, track record, requirements and specifications will be taken into account. The terms of the Zinc Sales shall not be less favourable than the terms offered by the Interested Persons to unrelated third parties, taking into account the abovementioned factors.

### 7.2 Approval and Review Threshold

The following approval procedures have been implemented to supplement existing internal control procedures for the Mandated Transactions to ensure that such transactions are undertaken on an arm's length basis and on normal commercial terms. For the avoidance of doubt, where the approving party as stipulated herein is interested in the transaction to be approved, he/she will inform the Audit Committee and such disclosures should be documented and he/she will refrain from participating in the deliberations and the approval process as detailed below. In the event any equivalent person with the relevant experience and responsibility, as stated below for the various thresholds cannot be determined, the approving authority shall be decided by the Audit Committee.

Review and approval thresholds for individual and aggregate transactions shall be as follows:

- (a) where the value of any individual Mandated Transaction with the Interested Person is below 3% of the Group's latest audited NTA, such transactions shall require the review and prior approval of the Group Financial Controller (or equivalent person) and an Executive Director, who is not interested in the transaction;
- (b) where the individual or aggregate value of the Mandated Transaction is equal to or more than 3% of the Group's latest audited NTA, such transactions shall require the prior approval of the Audit Committee and recommendation of the Group Financial Controller (or equivalent person) or an Executive Director who is not interested in the transactions. If a member of the Audit Committee is interested in any Mandated Transactions, he shall abstain from participating in the review of that particular transaction; and
- (c) where the value of any individual Mandated Transaction when aggregated with other transactions entered into with the same Interested Person in a financial year is equal to or more than 3% of the Group's latest audited NTA, all subsequent transactions will be subject to the prior approval of the Audit Committee and recommendation of the Group Financial Controller (or equivalent person) or an Executive Director who is not interested in the transactions. If a member of the Audit Committee is interested in any Mandated Transactions, he shall abstain from participating in the review of such transactions. Mandated Transactions that have been approved by the Audit Committee

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## APPENDIX A – IFA LETTER

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need not be aggregated for the purpose of such approval. For the avoidance of doubt, the Audit Committee shall be responsible for such approvals.

The threshold limits set out above are adopted by the Company taking into account, amongst others, the nature, volume, recurrent frequency and size of the transactions as well as the Group's day-to-day operations, administration and businesses. The threshold limits are arrived at after considering the operational efficiency for the day-to-day business operations of the Group and the internal controls for Mandated Transactions. The approval threshold limits act as an additional safeguard to supplement the review procedures which will be implemented by the Company for the Mandated Transactions. Furthermore, the Audit Committee will review the threshold limits annually to ensure that they are not prejudicial to the interests of the Company and the Independent Shareholders.

### 7.3 Additional Controls

In addition to the guidelines and review procedures set out above, the Company will implement the following supplementary procedures to ensure that the Mandated Transactions carried out under the Proposed IPT Mandate are undertaken on an arm's length basis and on normal commercial terms and will not be prejudicial to the interests of the Company and the Independent Shareholders:

(a) **Maintain registers of Interested Persons and interested person transactions ("IPTs")**

The finance department of the Group will maintain and update a list of interested persons (including the Interested Persons) (which is to be updated immediately if there are any changes) to enable identification of interested persons. The list of interested persons will be reviewed monthly by the Group Financial Controller (or equivalent person), who shall also not be interested in any of the IPTs, and who are duly delegated to do so by the Audit Committee. The list of interested persons shall be reviewed by the Audit Committee at least on a quarterly basis, to ensure that the IPTs are carried out on an arm's length basis and in accordance with the procedures outlined above. It will take into account all relevant non-quantitative factors.

The finance department of the Group will also maintain a register of IPTs (including the Mandated Transactions), including those below S\$100,000 in value (the "**IPT Register**"). The IPT Register will record information pertinent to IPTs such as but not limited to, the list of interested persons, the nature of the IPTs, the basis and rationale for the entry into the transactions, the pricing and terms of the two (2) other contemporaneous transactions of a similar nature with non-interested persons which were used for comparison, other evidence obtained to support such basis on which the IPTs were entered into, as well as the approving authority. The IPT Register shall be reviewed by the Group Financial Controller (or equivalent person) who is not interested in the IPTs on a monthly basis. In addition, any exceptions or departures from the procedures shall be reported and highlighted to the Audit Committee immediately.

The Audit Committee shall periodically, at least on a quarterly basis, review the IPT Register to ensure that all interested person transactions (including the Mandated Transactions) are carried out on normal commercial terms and in accordance with the guidelines and review procedures in the Proposed IPT Mandate. All relevant non-quantitative factors will also be taken into account. Such review includes the examination of the transaction(s) and its supporting documents or such other information deemed necessary by the Audit Committee.

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The Group Financial Controller (or equivalent person) will obtain signed letters of confirmation from the Directors, key management of the Company, and the Controlling Shareholders on a periodic basis (of not less than quarterly or such other period as may be determined by the Audit Committee) with respect to their interest in any transactions with the Group.

(b) Review by Audit Committee

The Audit Committee will review the IPT Register on a quarterly basis to ensure that all interested person transactions (including the Mandated Transactions) are carried out on normal commercial terms and in accordance with the established guidelines and review procedures under the Proposed IPT Mandate.

The Audit Committee will review the established guidelines and review procedures of the Mandated Transactions and determine if such guidelines and review procedures continue to be adequate and/or are commercially practicable in ensuring that the Mandated Transactions are conducted on normal commercial terms and are not prejudicial to the interests of the Company and the Independent Shareholders. If the Audit Committee is of the view that the guidelines and review procedures have become inappropriate or insufficient to meet such objectives, the Company will seek a fresh mandate from the Shareholders based on new guidelines and review procedures for the Mandated Transactions. During the interim period prior to obtaining a fresh mandate from the Shareholders, all Mandated Transactions will be subject to prior review and approval by the Audit Committee.

The Audit Committee shall review the annual or periodic (such periods as may be decided by the Audit Committee) external and internal audit reports to ascertain that the guidelines and review procedures under the Proposed IPT Mandate have been complied with and have overall responsibility for the determination of such guidelines and review procedures.

The Audit Committee shall, when it deems fit, have the right to require the appointment of independent advisers and/or valuers to provide additional information or review of controls and its implementation pertaining to the Mandated Transactions under review.

Any member of the Audit Committee who is not considered independent in respect of the interested person transactions under the Proposed IPT Mandate shall abstain from voting on any respective resolution and/or abstain from participating in the Audit Committee's decision during its review of the IPT guidelines and review procedures or during its review or approval of any interested person transactions.

(c) Review by External and Internal Auditors

The annual external audit plan of the Company shall incorporate a review of interested person transactions entered into in the relevant financial year pursuant to the Proposed IPT Mandate.

The Group's annual or periodic (such periods as may be decided by the Audit Committee) internal audit plan shall incorporate a half yearly review of all IPTs (including the Mandated Transactions), including the established review procedures for monitoring of such IPTs (including the Mandated Transactions), entered into during the period under review.

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## APPENDIX A – IFA LETTER

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The internal auditors will report directly to the Audit Committee. The findings by the external and internal auditors will be submitted to the Audit Committee to ensure, *inter alia*, that the interested person transactions have been carried out on normal commercial terms and were not prejudicial to the interests of the Company and the Independent Shareholders, and that the relevant approvals have been obtained.

(d) Further Compliance

The Directors will ensure that all disclosure, approval and other requirements on IPTs (including the Mandated Transactions), including those required by prevailing legislation, the Catalist Rules and accounting standards, are complied with.

### 8. DISCLOSURE OF MANDATED TRANSACTIONS

The Company will announce the aggregate value of IPTs conducted with JDR pursuant to the Proposed IPT Mandate for each financial period which the Company is required to report on pursuant to Rule 705 of the Catalist Rules and within the time required for the announcement of such report in accordance with Rule 920(1)(a)(ii) of the Catalist Rules.

Disclosures will also be made in the annual report of the Company of the aggregate value of the IPTs conducted with JDR pursuant to the Proposed IPT Mandate for the financial year ending 30 September 2019, and in the annual reports for the subsequent financial years during which the Proposed IPT Mandate is in force in accordance with Rule 920(1)(a)(i) of the Catalist Rules.

### 9. VALIDITY PERIOD OF THE PROPOSED IPT MANDATE

If approved by Shareholders, the Proposed IPT Mandate will take effect from the date of receipt of Shareholders' approval, and will (unless revoked or varied by the Company in a general meeting) continue in force until the next AGM is held or is required by law to be held, whichever is the earlier. Approval from the Shareholders will be sought for the renewal of the Proposed IPT Mandate at the next AGM and at each subsequent AGM, subject to satisfactory review by the Audit Committee of the continued requirement of the Proposed IPT Mandate and the continued sufficiency of the review procedures to ensure that the Mandated Transactions will be carried out on normal commercial terms and will not be prejudicial to the interest of the Company and its Independent Shareholders.

### 10. OPINION

In arriving at our opinion in respect of the Proposed IPT Mandate, we have considered, *inter alia*, the Review Procedures set up by the Company, the role of the Audit Committee in enforcing the Review Procedures for the Mandated Transactions pursuant to the Proposed IPT Mandate and the rationale for and benefits of the Proposed IPT Mandate.

**Having regard to the considerations set out in this letter and the information available to us as at the Latest Practicable Date, we are of the opinion that the Review Procedures for determining the transaction prices of the Mandated Transactions as set out in sections 2.7, 2.8 and 2.9 of the Circular, if adhered to, are sufficient to ensure that the Mandated Transactions will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and the Independent Shareholders.**

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## APPENDIX A – IFA LETTER

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This letter has been prepared pursuant to Rule 920(1)(b)(v) of the Catalist Rules as well as for the use of the Non-Interested Directors in their consideration of the Proposed IPT Mandate.

Whilst a copy of this letter may be reproduced in Appendix A to the Circular, neither the Company nor the Directors may reproduce, disseminate or quote this letter (or any part thereof) for any other purpose at any time and in any manner without the prior written consent of NCF in each specific case, except for any matter in relation to the Proposed IPT Mandate. Our opinion is governed by and construed in accordance with the laws of Singapore and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours truly,  
For and on behalf of  
**Novus Corporate Finance Pte. Ltd.**

Andrew Leo  
Chief Executive Officer

Lin Huiying  
Associate Director

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### AGV GROUP LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number 201536566H)

*All capitalised terms in the resolutions below and defined in the Circular dated 1 July 2019 to the shareholders of the Company (the “Circular”) shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.*

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of AGV Group Limited (the “**Company**”) will be held on 16 July 2019 at Raffles Marina, Chart Room, Level 2, 10 Tuas West Drive, Singapore 638404 at 8.30 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

### ORDINARY RESOLUTION

#### THE PROPOSED ADOPTION OF THE INTERESTED PERSONS TRANSACTION MANDATE

Resolved that:

- (1) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**Chapter 9**”), for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” under Chapter 9, or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions described in the Circular, with any party who is of the classes of Interested Persons described in the Circular, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for the Mandated Transactions (the “**Proposed IPT Mandate**”);
- (2) the Proposed IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier; and
- (3) the Directors or any of them be and is hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this resolution as they or he may think fit.

### BY ORDER OF THE BOARD

Albert Ang Nam Wah  
Executive Director and CEO

1 July 2019

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Notes:

- (1) (a) A member who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote in his stead.
- (b) A member of the Company who is a relevant intermediary may appoint more than two proxies to attend and vote at the Extraordinary General Meeting, but such proxies must be appointed to exercise the rights attached to a specified number of shares.

“**Relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act (Chapter 50 of Singapore).

- (2) A proxy need not be a member of the Company.
- (3) The instrument appointing a proxy or proxies shall in the case of an individual, be signed by the appointor or his attorney, and in the case of a corporation shall be either under the Common Seal or signed by its attorney or a duly authorised officer on behalf of the corporation.
- (4) The instrument appointing a proxy or proxies must be deposited at the Company’s registered office at 22 Benoi Road Singapore 629892 not less than 72 hours before the time appointed for holding the Meeting.
- (5) A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the Extraordinary General Meeting in order for the Depositor to attend and vote at the Extraordinary General Meeting.

### Personal data privacy:

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

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## PROXY FORM

### AGV GROUP LIMITED

(Company Registration No. 201536566H)  
(Incorporated in the Republic of Singapore)

#### IMPORTANT:

1. For investors who have used their CPF monies to buy AGV Group Limited's shares, this Report is forwarded to them at the request of the CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors who wish to attend the Meeting as an observer must submit their requests through their CPF Approved Nominees within the time frame specified. If they also wish to vote, they must submit their voting instructions to the CPF Approved Nominees within the time frame specified to enable them to vote on their behalf.

### PROXY FORM

(Please see notes overleaf before completing this Form)

I/We, \_\_\_\_\_ (full name in capital letters)

NRIC No./Passport No./Company No. \_\_\_\_\_

of \_\_\_\_\_ (full address)

being a member/members of **AGV GROUP LIMITED** (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing the person, or either or both of the persons, referred to above, the Chairman of the Extraordinary General Meeting (the "Meeting") as my/our proxy/proxies to vote for me/us on my/our behalf at the Meeting of the Company to be held at **Raffles Marina, Chart Room, Level 2, 10 Tuas West Drive, Singapore 638404 on 16 July 2019 at 8.30 a.m.** and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the resolution proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the Meeting. The authority herein includes the right to demand or to join in demanding a poll and to vote on a poll.

**(Please indicate your vote "For" or "Against" with a tick [✓] within the box provided. Alternatively, please indicate the number of votes as appropriate.)**

No.	ORDINARY RESOLUTION	For	Against
1	To approve the adoption of the Proposed IPT Mandate		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

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

\_\_\_\_\_  
*Signature of Member(s)*  
or, *Common Seal of Corporate Member*

\* Delete accordingly

IMPORTANT: PLEASE READ NOTES OVERLEAF

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## PROXY FORM

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### Notes:

1. Please insert the total number of shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Cap. 289), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares registered in your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. Except for a member who is a relevant intermediary (as defined under the Companies Act, Chapter 50 of Singapore (the "Act")), a member entitled to attend and vote at the general meeting is entitled to appoint one or two proxies to attend and vote in his stead. A member of the Company who is a relevant intermediary may appoint more than two proxies to attend and vote at the general meeting, but such proxies must be appointed to exercise the rights attached to a specified number of shares.
3. Where a member who is not a relevant intermediary appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy. Where a member who is a relevant intermediary appoints two or more proxies, the appointments shall be invalid unless the number and class of shares in relation to which each proxy has been appointed is specified in the proxy form.
4. Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.
5. A proxy need not be a member of the Company.
6. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company 22 Benoi Road Singapore 629892 not less than 72 hours before the time appointed for the Meeting.
7. The instrument appointing a proxy or proxies must be under the hand of the appointer or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or signed on its behalf by an attorney duly authorised in writing or by an authorised officer of the corporation. The dispensation of the use of common seal pursuant to Sections 41A, 41B and 41C of the Act effective from 31 March 2017 is applicable at the Meeting.
8. Where an instrument appointing a proxy or proxies is signed on behalf of the appointer by an attorney, the letter or the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
9. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Act.

### General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his/her 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.

### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting.