

AGV GROUP LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

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.