

CIRCULAR DATED 23 SEPTEMBER 2022

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt about its contents or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

If you have sold or transferred all or any of your ordinary shares in the capital of 9R Limited (formerly known as Viking Offshore and Marine Limited) (the “**Company**”), you should immediately inform the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee that this Circular, together with the Notice of EGM and the accompanying Proxy Form, may be accessed via SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company’s website at <https://9rlimited.com/egm22/egm2.html>.

**Printed copies of this Circular together with the Notice of EGM and the accompanying Proxy Form will NOT be despatched to Shareholders.**

This Circular has been prepared by the Company and has been reviewed by the Company’s sponsor, UOB Kay Hian Private Limited (the “**Sponsor**”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist.

This Circular has not been examined or approved by the SGX-ST and the SGX-ST assumes 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 of the Sponsor is Mr Lance Tan, Senior Vice President, at 8 Anthony Road, #01-01, Singapore 229957, Telephone (65) 6590 6881.



**9R LIMITED**

(Formerly known as Viking Offshore and Marine Limited)  
(Company Registration No. 199307300M)  
(Incorporated in the Republic of Singapore)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO**

**THE PROPOSED CHANGE OF AUDITORS FROM ERNST & YOUNG LLP TO MAZARS LLP**

**Important Dates and Times:**

Last date and time for lodgement of Proxy Form : 9 October 2022 at 3.00 p.m.

Date and time of Extraordinary General Meeting : 11 October 2022 at 3.00 p.m.

Place of Extraordinary General Meeting : The Extraordinary General Meeting will be held by electronic means. Please refer to Section 7 of this Circular for further details.

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## DEFINITIONS

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

<b>“Accountants Act”</b>	: The Accounts Act 2004 of Singapore, as amended, modified or supplemented from time to time
<b>“ACRA”</b>	: The Accounting and Corporate Regulatory Authority of Singapore
<b>“Audit and Risk Committee”</b>	: The audit and risk committee of the Company for the time being
<b>“Board”</b>	: The board of Directors of the Company for the time being
<b>“Catalist Rules”</b>	: Listing Manual Section B: Rules of Catalist of the SGX-ST, as may be amended, modified or supplemented from time to time
<b>“CDP”</b>	: The Central Depository (Pte) Limited
<b>“Circular”</b>	: This Circular to Shareholders dated 23 September 2022 issued by the Company
<b>“Company”</b>	: 9R Limited (formerly known as Viking Offshore and Marine Limited)
<b>“Companies Act”</b>	: The Companies Act 1967 of Singapore (Rev Ed 2022), as amended, modified or supplemented from time to time
<b>“CPF”</b>	: The Central Provident Fund
<b>“CPF Investors”</b>	: Investors who have purchased Shares using their respective CPF contributions and which Shares are held on their behalf by CPF Agent Banks
<b>“Directors”</b>	: The directors of the Company for the time being
<b>“EGM”</b>	: The extraordinary general meeting of the Company to be held on 11 October 2022 at 3.00 p.m., notice of which is enclosed in the Circular
<b>“Ernst &amp; Young”</b>	: Ernst & Young LLP
<b>“FY2021”</b>	: Financial year ended 31 December 2021
<b>“FY2022”</b>	: Financial year ending 31 December 2022
<b>“Group”</b>	: The Company and its subsidiaries as at the date of this Circular
<b>“Latest Practicable Date”</b>	: 16 September 2022, being the latest practicable date prior to the dissemination of this Circular
<b>“Mazars”</b>	: Mazars LLP
<b>“Notice of EGM”</b>	: The notice of the upcoming EGM as set out on pages N-1 to N-3 of this Circular
<b>“Ordinary Resolution”</b>	: The ordinary resolution to be passed by a majority of the Shareholders voting at the EGM to be convened for Shareholders to consider and approve the Proposed Change of Auditors

<b>“Proposed Change of Auditors”</b>	: The proposed change of auditors of the Company from Ernst & Young to Mazars
<b>“Securities Account”</b>	: Securities accounts maintained by a Depositor with CDP but not including securities sub-accounts maintained with a Depository Agent
<b>“Securities and Futures Act”</b>	: The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
<b>“SGXNET”</b>	: The corporate announcement system maintained by the SGX-ST for the submission of announcements by listed companies
<b>“SGX-ST”</b>	: Singapore Exchange Securities Trading Limited
<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, mean the persons to whose Securities Accounts maintained with CDP are credited with the Shares
<b>“Shares”</b>	: Ordinary shares in the capital of the Company
<b>“SRS”</b>	: Supplementary Retirement Scheme
<b>“SRS Investors”</b>	: Investors who have purchased Shares using their respective SRS contributions pursuant to the SRS and which Shares are held on their behalf by SRS Operators
<b>“Sponsor”</b>	: UOB Kay Hian Private Limited, the sponsor of the Company
<b>“%” or “per cent”</b>	: Percentage or per centum

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

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

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

References to persons shall, where applicable, include corporations.

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

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Companies Act or any statutory modification thereof, as the case may be.

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

## LETTER TO SHAREHOLDERS



### 9R LIMITED

(Formerly known as Viking Offshore and Marine Limited)  
(Company Registration No. 199307300M)  
(Incorporated in the Republic of Singapore)

#### Directors

Datuk Low Kim Leng (Chairman and Independent Director)  
Mr Ong Swee Sin (Executive Director and Chief Executive Officer)  
Mr Wee Hock Kee (Independent Director)  
Mr Mark Leong Kei Wei (Independent Director)

#### Registered Office

105 Cecil Street  
#12-02 The Octagon  
Singapore 069534

23 September 2022

To: The Shareholders of 9R Limited

Dear Sir/Madam

### THE PROPOSED CHANGE OF AUDITORS FROM ERNST & YOUNG LLP TO MAZARS LLP

#### 1. INTRODUCTION

The Directors of the Company are seeking Shareholders' approval for the Proposed Change of Auditors at the EGM.

The purpose of this Circular is to provide Shareholders with information relating to, and to explain the rationale for, the Proposed Change of Auditors, and to seek the approval of the Shareholders for the Ordinary Resolution in the Notice of EGM set out on pages N-1 to N-3 of this Circular.

#### 2. PROPOSED CHANGE OF AUDITORS

##### 2.1 Rationale for the Proposed Change of Auditors

Ernst & Young has served as the auditors of the Group since the financial year ended 31 December 2002 and was last re-appointed at the Annual General Meeting of the Company held on 29 April 2022 to hold office until the conclusion of the next Annual General Meeting of the Company in 2023. Ernst & Young has served as the auditors of the Group for 20 consecutive audits since the financial year ended 31 December 2002.

The Company has undergone changes to the composition of the Board and its substantial shareholders and is undergoing a business diversification to include supply chain management business and lifestyle retail business in the current financial year. In light of these changes, the Board is of the view that it is an opportune time to review the appointment of auditors to achieve an optimal alignment with the Group's current businesses, operational needs and level of activities.

In addition, the review would provide the Group an opportunity to benchmark its audit fees and realise cost efficiencies and to benefit from fresh perspectives and the views of another professional audit firm, thereby further enhancing the value of the audit.

The Audit and Risk Committee (“**ARC**”) had considered several reputable audit firms in Singapore, and in reviewing and deliberating on their suitability, has taken into consideration the Audit Quality Indicators Disclosure Framework issued by ACRA and factors such as the adequacy of resources and experience of the audit firms and the audit partner-in-charge to be assigned to the audit, the audit firms’ other engagements, the size and complexity of the Group, the number and experience of supervisory and professional staff to be assigned by the audit firms and their proposed audit fees.

Based on the above evaluation, the ARC has recommended the appointment of Mazars as the auditors of the Group for FY2022 in place of Ernst & Young on the basis that Mazars best suits the current business and operational needs of the Group.

The appointment of Mazars will also allow the Group to achieve savings of approximately 25% in audit fees as compared to the audit fees incurred by the Group for FY2021. The ARC has assessed and does not expect the reduction in cost to affect the quality and scope of the audit to be undertaken by Mazars which will be performed in accordance with the Singapore Standards of Auditing.

There will be no changes in the scope of the audit with the change in auditors.

The Board, having considered the ARC’s recommendation and the factors considered in the evaluation, are satisfied that Mazars will be able to meet the existing needs and audit requirements of the Group. The quality and scope of audit services to be provided by Mazars will be comparable to those provided by Ernst & Young and the audit fees proposed by Mazars will provide cost savings for the Group. The appointment of Mazars as the new auditors of the Company will not compromise the standard and effectiveness of the audit of the Group.

The Board has therefore accepted the ARC’s recommendation to appoint Mazars as auditors in place of Ernst & Young, subject to the approval of the Shareholders at the EGM.

In connection with the above, Mazars had given their written consent to act as auditors of the Company and its Singapore-incorporated subsidiaries and had confirmed that it has not withdrawn its consent to act as the Company’s auditors, subject to the approval of ACRA on the resignation of Ernst & Young as auditors and Shareholders’ approval at the EGM.

The Board wishes to express its appreciation for the past services rendered by Ernst & Young.

## **2.2 Information on Mazars and the Audit Partner-in-Charge**

Founded in Europe, Mazars is present in over 90 countries and territories, with over 44,400 professionals.

Mazars in Singapore is registered with ACRA and is a globally integrated firm that provides audit and advisory services to leading organisations and businesses. With more than 300 professionals in Singapore, the firm services clients across the Asia Pacific. In Singapore, Mazars audits more than 30 locally listed companies in addition to the Singapore subsidiaries of many internationally listed clients. More information about Mazars, its values and its services can be found on Mazars’ website at <http://www.mazars.sg>.

Mr Rick Chan, Managing Partner and Head of Audit & Assurance, will be assigned to the audit of the Company as the audit partner-in-charge. Mr Chan has extensive experience over a span of more than 25 years in international public accounting firms, including the Big 4 in Singapore and Malaysia for both SMEs, MNCs, not-for-profit organisations and publicly listed companies. Mr Chan is a Fellow of the Chartered Association of Certified Accountants and a practising member of the Institute of Singapore Chartered Accountants.

### **2.3 Requirements under Rule 712 of the Catalist Rules**

Mazars is an audit firm registered with ACRA and the Accountants Act and the audit partner-in-charge, Mr Rick Chan is a public accountant under the Accountants Act. The Board, having taken into account various factors, including the following:

- (a) the adequacy of the resources and experience of Mazars;
- (b) the audit partner-in-charge assigned to the audit;
- (c) the other audit engagements of Mazars;
- (d) the size and complexity of the Group's operations; and
- (e) the number and experience of supervisory and professional staff assigned to the Group's audit,

is of the opinion that Mazars will be able to meet the audit requirements of the Group, and Rule 712 of the Catalist Rules has been complied with.

In accordance with the requirements under Rule 712(3) of the Catalist Rules:

- (a) the outgoing auditors, Ernst & Young, via its professional clearance letter, have confirmed that they are not aware of any professional reasons why Mazars should not accept the appointment as auditors of the Company;
- (b) the Company confirms that there were no disagreements with Ernst & Young on accounting treatments within the last 12 months up to the Latest Practicable Date;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders and which have not been disclosed in this Circular;
- (d) the specific reasons for the Proposed Change of Auditors are disclosed in Section 2.1 of this Circular; and
- (e) as set out in Sections 2.3 and 2.4 of this Circular, the Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Mazars as the new auditors of the Company.

Pursuant to Rule 712(3) of the Catalist Rules and Section 205AF of the Companies Act, the appointment of Mazars as the new auditors of the Company must be specifically approved by Shareholders at a general meeting. The appointment of Mazars would therefore take effect upon the approval of the Shareholders at the EGM and, if appointed, Mazars will hold office until the conclusion of the next Annual General Meeting.

### **2.4 Requirements under Rule 715 of the Catalist Rules**

Upon receipt of Shareholders' approval of the Proposed Change of Auditors, Mazars will become the auditors of the Company.

In compliance with Rule 715(1) of the Catalist Rules, Mazars will also be appointed as the auditors of all the Singapore-incorporated subsidiaries of the Group. The Company does not have any significant associated companies in Singapore as at the Latest Practicable Date.

Further, in compliance with Rule 715(2) of the Catalist Rules, the Company will also engage Mazars or a suitable auditing firm for its significant foreign-incorporated subsidiaries.

The ARC will review the suitability of the auditors for its foreign-incorporated subsidiaries on an ongoing basis and whenever necessary.

### 3. AUDIT AND RISK COMMITTEE'S RECOMMENDATION

The ARC has reviewed the Proposed Change of Auditors and taking into account the suitability and independence of Mazars, the Group's audit requirements and compliance with the requirements of the Catalist Rules as set out above, recommends the Proposed Change of Auditors for approval by the Board.

### 4. DIRECTORS' RECOMMENDATION

Having fully considered the rationale and benefit of the Proposed Change of Auditors and the recommendation of the ARC, the Directors are of the opinion that the Proposed Change of Auditors is in the best interests of the Company, and accordingly, recommend that Shareholders vote in favour of the Ordinary Resolution in respect of the Proposed Change of Auditors at the EGM.

### 5. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

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

	Direct Interest		Deemed Interest	
	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>
<b>Directors</b>				
Ong Swee Sin <sup>(2)</sup>	-	-	20,419,958	2.87
Low Kim Leng	-	-	-	-
Wee Hock Kee	-	-	-	-
Mark Leong Kei Wei	-	-	-	-
<b>Substantial Shareholders (other than Directors)</b>				
Subtleway Management Sdn. Bhd. <sup>(3)</sup>	166,548,703	23.41	-	-
Lim Jun Hao <sup>(4)</sup>	-	-	166,548,703	23.41
Tristan Management Sdn. Bhd. <sup>(5)</sup>	161,918,008	22.76	-	-
Ng Boon Chee <sup>(6)</sup>	-	-	161,918,008	22.76
Irelia Management Sdn. Bhd. <sup>(7)</sup>	116,322,340	16.35	-	-
Tan Chiau Wei <sup>(8)</sup>	-	-	116,322,340	16.35
Toh Kok Soon <sup>(9)</sup>	94,291,542	13.25	-	-

#### Notes:

- (1) Based on the issued share capital of the Company comprising 711,442,915 Shares (excluding treasury shares), as at the Latest Practicable Date.
- (2) Mr Ong Swee Sin holds the entire issued share capital of Synergy Supply Chain Management Sdn. Bhd., which has a direct interest in 20,419,958 Shares. Accordingly, Mr Ong Swee Sin has a deemed interest in the 20,419,958 Shares held by Synergy Supply Chain Management Sdn. Bhd.
- (3) Subtleway Management Sdn. Bhd. has a direct interest in the 166,548,703 Shares which are registered and held through UOB Kay Hian Private Limited.
- (4) Mr Lim Jun Hao holds the entire issued share capital of Subtleway Management Sdn. Bhd. and is therefore deemed interested in the 166,548,703 Shares held by Subtleway Management Sdn. Bhd.
- (5) Tristan Management Sdn. Bhd. has a direct interest in the 161,918,008 Shares which are registered and held through UOB Kay Hian Private Limited.
- (6) Mr Ng Boon Chee holds the entire issued share capital of Tristan Management Sdn. Bhd. and is therefore deemed interested in the 161,918,008 Shares held by Tristan Management Sdn. Bhd.
- (7) Irelia Management Sdn. Bhd. has a direct interest in the 116,322,340 Shares which are registered and held through UOB Kay Hian Private Limited.
- (8) Mr Tan Chiau Wei holds the entire issued share capital of Irelia Management Sdn. Bhd. and is therefore deemed interested in the 116,322,340 Shares held by Irelia Management Sdn. Bhd.
- (9) Mr Toh Kok Soon has a direct interest in 94,291,542 Shares which are registered and held through UOB Kay Hian Private Limited.

Save as disclosed in this Circular, none of the Directors or substantial shareholders of the Company have any interest, direct or indirect, in the Proposed Change of Auditors (other than through their respective shareholdings in the Company).



## 6. EXTRAORDINARY GENERAL MEETING

The EGM will be held by way of electronic means on 11 October 2022 at 3.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolution set out in the Notice of EGM.

## 7. ACTION TO BE TAKEN BY SHAREHOLDERS

### 7.1 Notice of EGM, Circular and Proxy Form

Printed copies of the Notice of EGM, this Circular and the Proxy Form will not be sent to Shareholders. Instead, the Notice of EGM, this Circular and the Proxy Form may be accessed via SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://9rlimited.com/egm22/egm2.html>.

### 7.2 Attendance at EGM

The Company refers to:

- (a) the COVID-19 (Temporary Measures) Act 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
- (c) the joint statement by ACRA, Monetary Authority of Singapore and Singapore Exchange Regulation of 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022) which provides additional guidance on the conduct of general meetings amid the evolving COVID-19 situation.

The EGM will be held by way of electronic means. Shareholders will not be able to attend the EGM in person.

### 7.3 Alternative arrangements for participation at the EGM

Shareholders may participate at the EGM in the following manner:

- (a) observing and/or listening to the EGM proceedings via a "live" audio-visual webcast or the "live" audio-only stream;
- (b) submitting questions in writing in advance of the EGM;
- (c) submitting text-based questions at the EGM via the "Ask a Question" function during the live EGM webcast; and/or
- (d) voting at the EGM (i) "live" by Shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the EGM) via electronic means; or (ii) by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM.

### 7.4 "Live" audio-visual webcast and "live" audio-only stream

Shareholders (including CPF and SRS investors) or their duly appointed proxies will be able to observe and/or listen to the EGM proceedings through the "live" audio-visual webcast or "live" audio-only stream. To do so, Shareholders or their duly appointed proxies will need to pre-register at <https://conveneagm.sg/9REGM2022> (the "Registration Link") by 3.00 p.m. on 9 October 2022 (the "Registration Deadline") to enable the Company to verify their status.

Following verification, authenticated Shareholders or their duly appointed proxies will receive an email by 3.00 p.m. on 10 October 2022 and will be able to access the “live” audio-visual webcast or “live” audio-only stream of the EGM proceedings.

Shareholders must not forward the abovementioned instructions to persons who are not shareholders of the Company and who are not entitled to attend the EGM.

Shareholders, or where applicable, appointed proxy(ies), who register by the Registration Deadline but do not receive an email confirmation by 3.00 p.m. on 10 October 2022, should email [support@conveneagm.com](mailto:support@conveneagm.com).

## **7.5 Voting at the EGM**

Voting for the Ordinary Resolution will be conducted by poll. Shareholders who wish to exercise their voting rights at the EGM may:

- (a) (where the member is an individual) vote “live” via electronic means at the EGM;
- (b) (where the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the EGM) to vote “live” via electronic means at the EGM on his behalf; or
- (c) (where the member is an individual or a corporate) submit a Proxy Form (in advance of the EGM) appointing the Chairman of the EGM to cast votes, or abstain from voting, on their behalf.

CPF or SRS investors:

- (a) may vote “live” via electronic means at the EGM if they are appointed as proxies by their respective CPF agent banks or SRS operators, and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM in which case they should approach their respective CPF agent banks or SRS operators to submit their votes by 3.00 p.m. on 30 September 2022, being at least seven (7) working days before the EGM.

For “live” voting at the EGM, Shareholders (including CPF and SRS investors) or, if applicable, their appointed proxy(ies), are required to pre-register to attend the EGM remotely as per Section 7.4 above. Shareholders (including CPF and SRS investors) or, if applicable, their appointed proxy(ies) must access the EGM proceedings via the “live” audio-visual webcast in order to vote “live” at the EGM. Instructions on the “live” voting process will be covered during the EGM proceedings, prior to the commencement of the “live” voting.

## **7.6 Submission of Proxy Forms**

Shareholders who wish to submit instruments appointing a proxy(ies) must do so by downloading, completing and signing the Proxy Form in accordance with the instructions printed thereon, which have been uploaded together with the Notice of EGM and this Circular on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company’s website at <https://9rlimited.com/egm22/egm2.html>.

The Proxy Form can be submitted to the Company in the following manner:

- (a) if sent by post, to the office of the Company’s Share Registrar, M & C Services Private Limited at 112 Robinson Road #05-01 Singapore 068902; or

- (b) if submitted electronically, be submitted via email to the Company’s Share Registrar, M & C Services Private Limited, at [gpb@mncsingapore.com](mailto:gpb@mncsingapore.com), or via the online process through the Registration Link,

in either case by 3.00 p.m. on 9 October 2022, being forty-eight (48) hours before the time fixed for the holding of the EGM.

Shareholders are strongly encouraged to submit completed instruments appointing a proxy(ies) electronically via email or via the Registration Link.

## 7.7 Submission of questions

Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies), who participate by way of observing the “live” audio-visual webcast or “live” audio-only stream of the EGM proceedings may ask text-based questions relating to the Ordinary Resolution live and online (in real time) during the EGM, by typing in and submitting their questions via the “live” “Ask a Question” function via the online platform hosting the audio-visual webcast.

Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies), who wish to ask text-based questions “live” at the EGM must first pre-register at the Registration Link. The Directors will endeavour to address as many substantial and relevant questions submitted online as possible during the EGM.

Alternatively, Shareholders (including CPF and SRS investors) may pre-submit questions relating to the Ordinary Resolution by (a) email to [egm2question@vikingom.com](mailto:egm2question@vikingom.com), or (b) submitting by post to the Company’s Share Registrar, M & C Services Private Limited at 112 Robinson Road #05-01 Singapore 068902, or (c) the Registration Link, by 5.00 p.m. on 2 October 2022 (“**Question Submission Deadline**”). When submitting questions in advance of the EGM by email or by post, please provide the Company with the following details:

- (a) your full name (Shareholder);
- (b) your address; and
- (c) the manner in which you hold shares in the Company (e.g., via CDP, CPF, SRS, nominee bank/agent, and/or scrip).

For questions submitted in advance of the EGM, the Company will provide responses (“**Q&A Response**”) to all questions which are substantial and relevant to the Ordinary Resolution by publication on the SGXNET and the Company’s website by 3.00 p.m. on 7 October 2022, which is at least forty-eight (48) hours prior to the closing date and time for the lodgement of the Proxy Forms to facilitate Shareholders’ votes and to allow Shareholders to make an informed decision on the Ordinary Resolution to be tabled at the EGM.

Shareholders are encouraged to submit their questions before the Question Submission Deadline. The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the Question Submission Deadline through the Q&A Response indicated above.

The Company will also publish the minutes of the EGM on SGXNET and the Company’s website within one month after the date of the EGM.

## 7.8 Key dates and times

Key dates and times	Action to be taken by Shareholders
23 September 2022	Shareholders and, where applicable, their appointed proxy(ies), may begin to pre-register to attend the EGM at the Registration Link.

3.00 p.m. on 30 September 2022	Deadline for CPF and SRS investors who wish to appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM to instruct their respective CPF agent banks or SRS operators to submit their votes.
5.00 p.m. on 2 October 2022	<p>Deadline for Shareholders who may wish to submit questions in advance for the Board to issue its Q&amp;A Response via SGXNET and the Company's website prior to the EGM. This is particularly so for Shareholders who are not attending the live EGM webcast and may be appointing proxy(ies) or the Chairman of the EGM as proxy so as to address any questions they may have prior to casting their votes.</p> <p>For the avoidance of doubt, this deadline does not preclude Shareholders, or their appointed proxy(ies), who have pre-registered for "live" audio-visual webcast or "live" audio-only stream to ask text-based questions during the EGM.</p>
By 3.00 p.m. on 7 October 2022	Board to issue Q&A Response to substantial and relevant questions received before the Question Submission Deadline of 5.00 p.m. on 2 October 2022.
3.00 p.m. on 9 October 2022	<p>Deadline for Shareholders to:</p> <p>(a) pre-register for "live" audio-visual webcast or "live" audio-only stream of the EGM proceedings; and</p> <p>(b) Submit instruments appointing a proxy(ies)</p> <p>Shareholders who wish to appoint third party proxy(ies) are encouraged to submit their Proxy Forms early and should request their proxy(ies) to pre-register for "live" audio-visual webcast or "live" audio-only stream of the EGM proceedings by this deadline.</p>
3.00 p.m. on 9 October 2022	<p>Deadline for Shareholders who wish to submit instruments appointing a proxy(ies) to submit to the Company the completed and signed Proxy Form in the following manner:</p> <p>(a) if sent by post, to the office of the Company's Share Registrar, M &amp; C Services Private Limited at 112 Robinson Road #05-01 Singapore 068902; or</p> <p>(b) if submitted electronically, be submitted via email to the Company's Share Registrar, M &amp; C Services Private Limited, at <a href="mailto:gpb@mncsingapore.com">gpb@mncsingapore.com</a>, or via the online process through the Registration Link.</p> <p>Shareholders are strongly encouraged to submit completed instruments appointing a proxy(ies) electronically via email or via the Registration Link.</p>
3.00 p.m. on 10 October 2022	Authenticated Shareholders and, where applicable, their appointed proxy(ies), who have pre-registered via the Registration Link will have received a confirmation email by 3.00p.m. on 10 October 2022 via the email address provided on pre-registration. Shareholders and, where applicable, their appointed proxy(ies), who do not receive the confirmation email by 3.00p.m. on 10 October 2022, but have registered by the Registration Deadline, should email <a href="mailto:support@conveneagm.com">support@conveneagm.com</a> .
Date and time of EGM: 3.00 p.m. on 11 October 2022	Use the login credentials created during pre-registration to access the "live" audio-visual webcast or "live" audio-only stream of the EGM proceedings.

## **8. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

## **9. DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents are available for inspection (with prior appointment) at the office of the Company Secretary, at 105 Cecil Street #12-02 The Octagon, Singapore 069534 during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Constitution of the Company;
- (b) the Annual Report of the Company for FY2021;
- (c) Ernst & Young's letter of professional clearance to Mazars;
- (d) Mazars's letter to the Company in respect of their consent to act as auditors;
- (e) Ernst & Young's notice of resignation to the Company; and
- (f) ACRA's consent to the resignation of Ernst & Young.

Any Shareholder who wishes to inspect the aforesaid documents should contact the Company via email at [info@vikingom.com](mailto:info@vikingom.com) at least three (3) working days in advance to make a prior appointment to attend at the registered office of the Company.

Yours faithfully

For and on behalf of the Board of Directors of  
**9R LIMITED**

Datuk Low Kim Leng  
Chairman and Independent Director

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### 9R LIMITED

(Formerly known as Viking Offshore and Marine Limited)  
(Company Registration No. 199307300M)  
(Incorporated in the Republic of Singapore)

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of the Company will be convened and held by way of electronic means on 11 October 2022 at 3.00 p.m., for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

*All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the Circular dated 23 September 2022 issued by the Company to the Shareholders.*

#### **ORDINARY RESOLUTION: PROPOSED CHANGE OF AUDITORS**

THAT:

- (a) Mazars LLP (“**Mazars**”) having consented to act, be appointed as Auditors in place of Ernst & Young LLP, to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms as may be agreed between the Directors and Mazars; and
- (b) the Directors or any one of them be authorised and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or this Ordinary Resolution.

By Order of the Board

Lai Kuan Loong, Victor  
Company Secretary

23 September 2022  
Singapore

#### **Notes to the Resolution:**

In accordance with Rule 712(3) of the Catalist Rules:

- (a) the outgoing auditors, Ernst & Young LLP (“**Ernst & Young**”), has confirmed to Mazars, by way of their professional clearance letter, that they are not aware of any professional reasons why the new auditors, Mazars, should not accept the appointment as auditors of the Company;
- (b) the Company confirms that there were no disagreements with Ernst & Young on accounting treatments within the last 12 months up to the Latest Practicable Date;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the shareholders of the Company which has not been disclosed in this Circular;
- (d) the specific reasons for the Proposed Change of Auditors are disclosed in Section 2.1 of the Circular; and
- (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Mazars as its new auditors.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### NOTES:

1. The EGM is being convened and will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of EGM will not be sent to members. Instead, this Notice of EGM will be sent to members by electronic means via publication on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://9rlimited.com/egm22/egm2.html>. Please refer to Section 7 of the Circular dated 23 September 2022 for further details on the alternative arrangements and actions to be taken by Shareholders for participation at the EGM.

#### **“Live” audio-visual and “live” audio-only stream**

2. Shareholders (including CPF and SRS investors) or their duly appointed proxies will be able to observe and/or listen to the EGM proceedings through the “live” audio-visual webcast or “live” audio-only stream. To do so, Shareholders will need to register at <https://conveneagm.sg/9REGM2022> (the “**Registration Link**”) by 3.00 p.m. on 9 October 2022 (the “**Registration Deadline**”) to enable the Company to verify their status.
3. Following verification, authenticated Shareholders or their duly appointed proxies will receive an email by 3.00 p.m. on 10 October 2022 containing instructions on how to access the “live” audio-visual webcast or “live” audio-only stream of the EGM proceedings.
4. Shareholders must not forward the abovementioned instructions to persons who are not Shareholders of the Company and who are not entitled to attend the EGM.
5. Shareholders who register by the Registration Deadline but do not receive an email response by 3.00 p.m. on 10 October 2022, should email [support@conveneagm.com](mailto:support@conveneagm.com).

#### **Voting at the EGM**

6. Voting for the Ordinary Resolution will be conducted by poll. Voting at the EGM may be carried out as set out below:
  - (a) (where the member is an individual) vote “live” via electronic means at the EGM;
  - (b) (where the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the EGM) to vote “live” via electronic means at the EGM on his behalf; or
  - (c) (where the member is an individual or a corporate) submit a Proxy Form (in advance of the EGM) appointing the Chairman of the EGM to cast votes, or abstain from voting, on their behalf.
7. A proxy need not be a member of the Company.
8. Shareholders who wish to submit instruments appointing a proxy(ies) must do so by downloading, completing and signing the Proxy Form in accordance with the instructions printed thereon, which have been uploaded together with the Notice of EGM and the Circular on SGXNET and the Company's website. The Proxy Form can be submitted to the Company in the following manner:
  - (a) if sent by post, to the office of the Company's Share Registrar, M & C Services Private Limited at 112 Robinson Road #05-01 Singapore 068902; or
  - (b) if submitted electronically, be submitted via email to the Company's Share Registrar, M & C Services Private Limited, at [gpb@mncsingapore.com](mailto:gpb@mncsingapore.com), or via the online process through the Registration Link,

in either case by 3.00 p.m. on 9 October 2022, being forty-eight (48) hours before the time fixed for the holding of the EGM. Shareholders are strongly encouraged to submit completed instruments appointing a proxy(ies) electronically via email or via the Registration Link.

#### **CPF or SRS investors:**

- (a) may vote “live” via electronic means at the EGM if they are appointed as proxies by their respective CPF agent banks or SRS operators, and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies; or

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM in which case they should approach their respective CPF agent banks or SRS operators to submit their votes by 3.00 p.m. on 30 September 2022, being at least seven (7) working days before the EGM.

### Submission of questions

9. Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies), who participate by way of observing the “live” audio-visual webcast or “live” audio-only stream of the EGM proceedings may ask text-based questions live and online (in real time) during the EGM, by typing in and submitting their questions via the “live” “Ask a Question” function via the online platform hosting the audio-visual webcast.
10. Alternatively, Shareholders (including CPF and SRS investors) may pre-submit questions relating to the Ordinary Resolution by (a) email to [egm2question@vikingom.com](mailto:egm2question@vikingom.com), or (b) submitting by post to the Company’s Share Registrar, M & C Services Private Limited at 112 Robinson Road #05-01 Singapore 068902, or (c) the Registration Link, by 5.00 p.m. on 2 October 2022.
11. For questions submitted in advance of the EGM, the Company will provide responses to all questions which are substantial and relevant to the Ordinary Resolution by publication on the SGXNET and the Company’s website by 3.00 p.m. on 7 October 2022, which is at least forty-eight (48) hours prior to the closing date and time for the lodgement of the Proxy Forms to facilitate Shareholders’ votes and to allow Shareholders to make an informed decision on the Ordinary Resolution to be tabled at the EGM.

### Relevant intermediaries

12. Investors who hold shares through relevant intermediaries (as defined in section 181 of the Companies Act), including CPF and SRS investors, and who wish to participate in the EGM by (a) observing or listening to the EGM proceedings via “live” audio-visual webcast or “live” audio-only stream; (b) submitting questions live and online (in real time) during the EGM or in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF agent banks and SRS operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

### Personal data privacy:

Where a member of the Company completing the pre-registration in accordance with this notice or submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”); (ii) warrants that where the member 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.

Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company and/or his proxy(ies) and/or representative(s) (such as his/her name and his/her presence at the EGM) may be recorded by the Company for such purpose.

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This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, UOB Kay Hian Private Limited (the “**Sponsor**”) for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist.

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

The contact person for the Sponsor is Mr Lance Tan, Senior Vice President at 8 Anthony Road, #01-01, Singapore 229957, Telephone (65) 6590 6881.



**PROXY FORM FOR EXTRAORDINARY GENERAL MEETING**

**9R LIMITED**

(Formerly known as Viking Offshore and Marine Limited)  
(Company Registration No. 199307300M)  
(Incorporated in the Republic of Singapore)

**IMPORTANT:**

- The Extraordinary General Meeting ("EGM" or the "Meeting") of 9R Limited is being convened and will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Circular dated 23 September 2022, Notice of EGM dated 23 September 2022 and this Proxy Form will not be mailed to members. Instead, copies of these documents will be available by electronic means via publication on SGXNET at <http://www.sgx.com/securities/company-announcements> and the Company's website at <https://9rlimited.com/egm22/egm2.html>.
- Members will not be able to attend the EGM in person. Alternative arrangements relating to:
  - attendance at the EGM via electronic means (including arrangements by which the Meeting can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream);
  - submission of questions in advance of, or "live" via text-based questions through the audio-visual webcast platform at, the EGM, and addressing of substantial and relevant questions in advance of, or "live" at, the EGM; and
  - voting at the EGM (i) "live" by the member or his/her/its duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on the member's behalf at the EGM, are set out in the Company's Circular dated 23 September 2022 and the Notice of EGM dated 23 September 2022.
- This Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF/SRS investors who hold ordinary shares through their CPF/SRS funds. CPF/SRS investors who wish to vote should approach their respective CPF agent banks or SRS operators to submit their votes at least seven (7) working days before the date of the EGM.

\*I/We \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport/Company Registration No.) of \_\_\_\_\_ (Address), being a member/members of **9R LIMITED** hereby appoint:

Name	Address	Email address^	NRIC/ Passport No.	No. of Shares/ Proportion of shareholdings

\*and/or

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or failing whom, the Chairman of the EGM as my/our proxy to vote for me/us on my/our behalf at the EGM of the Company, to be held by electronic means on 11 October 2022 at 3.00 p.m. (Singapore time) and at any adjournment thereof in the following manner:

Ordinary Resolution	For **	Against **	Abstain **
To approve the Proposed Change of Auditors			

\* Delete as appropriate.

\*\* Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against", please tick (✓) in the "For" or "Against" box. Alternatively, please indicate the number of votes "For" or "Against" in the appropriate box. If you wish to "Abstain" from voting on the resolution, please tick (✓) in the "Abstain" box. Alternatively, please indicate the number of shares which you wish to abstain from voting.

^ Appointed proxy(ies) will be prompted via email (within two (2) business days after the Company's receipt of a validly completed and submitted instrument appointing a proxy(ies)) to pre-register at the pre-registration website at <https://conveneagm.sg/9REGM2022>, in order to access the "live" audio-visual webcast or "live" audio-only stream of the EGM proceedings.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022.

\_\_\_\_\_  
Signature(s) of Member(s) or Common Seal

Total Number of Shares Held

**IMPORTANT: PLEASE READ NOTES BEFORE COMPLETING THIS PROXY FORM**

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## PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

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### Notes:

1. If the member has shares entered against his/her/its name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she/it should insert that number of shares. If the member has shares registered in his/her/its name in the Register of Members (maintained by or on behalf of the Company), he/she/it should insert that number of shares. If the member has shares entered against his/her/its name in the Depository Register and shares registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of shares. If no number is inserted, this instrument appointing a proxy(ies) will be deemed to relate to all the shares held by the member.
2. The Company is not providing for physical attendance by members at EGM. A member who wishes to exercise his/her/its voting rights at the EGM may:
  - (a) (where the member is an individual) vote "live" via electronic means at the EGM;
  - (b) (where the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote "live" via electronic means at the EGM on his/her/its behalf; or
  - (c) (where the member is an individual or a corporate) appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the EGM.
3. This proxy form may be accessed at the Company's website and on SGXNET. A member may also appoint a proxy(ies) via the online process through the pre-registration website at <https://conveneagm.sg/9REGM2022>.
4. A member who is not a relevant intermediary is entitled to appoint not more than two proxies. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
5. A member who is a relevant intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
6. A proxy need not be a member of the Company.
7. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged at the office of the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01, Singapore 068902; or
  - (b) if submitted electronically, be submitted: (i) via email to the Company's Share Registrar at [gpb@mncsingapore.com](mailto:gpb@mncsingapore.com); or (ii) via the online process through the pre-registration website at <https://conveneagm.sg/9REGM2022>,

in each case, not less than forty-eight (48) hours before the time appointed for holding the EGM.

A member who wishes to submit an instrument appointing a proxy(ies) by post or via email must first download, complete and sign the proxy form before submitting it by post to the address provided above, or before submitting it via email (e.g., by enclosing a completed and signed PDF copy of the proxy form) to the email address provided above. A member may also appoint a proxy(ies) via the online process through the aforesaid pre-registration website.

8. Completion and return of the instrument appointing a proxy(ies) does not preclude a member from attending, speaking and voting at the EGM. A member who accesses the "live" audio-visual webcast or "live" audio-only stream of the EGM proceedings may revoke the appointment of a proxy(ies) at any time before voting commences and in such an event, the Company reserves the right to terminate the proxy(ies)' access to the "live" audio-visual webcast and "live" audio-only stream of the EGM proceedings.
9. The instrument appointing a proxy(ies) must, if submitted by post or electronically via email, be signed under the hand of the appointor or of his/her attorney duly authorised in writing, or if submitted electronically via the online process through the aforesaid pre-registration website, be authorised by the appointor via the online process through the website. Where the instrument appointing a proxy(ies) is executed by a corporation, it must, if submitted by post or electronically via email, be executed either under its seal or under the hand of an officer or attorney duly authorised, or if submitted electronically via the online process through the aforesaid pre-registration website, be authorised by the appointor via the online process through the website. Where an instrument appointing a proxy(ies) is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the

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## PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

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Company), if the instrument is submitted by post, be lodged with the instrument or, if the instrument is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.

10. The Company shall be entitled to reject an instrument appointing a proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy(ies) (including any related attachment). In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy(ies) lodged or submitted if such members are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for holding the Extraordinary General Meeting as certified by The Central Depository (Pte) Limited to the Company.

### **Personal Data Privacy**

By submitting an instrument appointing a proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM.