

CIRCULAR DATED 21 DECEMBER 2018

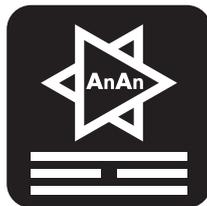
**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**This Circular is issued by AnAn International Limited (the “Company”). If you are in any doubt as to the action that you should take, you should consult your legal, financial, tax or other professional adviser immediately.**

**Unless otherwise stated, capitalised terms on this cover are defined in this Circular under the Section entitled “DEFINITIONS”.**

**If you have sold all your ordinary shares in the issued and paid-up share capital of the Company, you should forward this Circular together with the Notice of Special General Meeting and the attached Proxy Form immediately to the purchaser or to the bank, stockbroker or agent through whom you effected the sale for onward transmission to the purchaser.**

The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.



## **ANAN INTERNATIONAL LIMITED**

(Incorporated in Bermuda)  
(Company Registration No. 35733)

### **CIRCULAR TO SHAREHOLDERS**

#### **IN RELATION TO**

### **THE PROPOSED CHANGE OF AUDITORS FROM ERNST & YOUNG LLP TO CROWE HORWATH FIRST TRUST LLP**

#### **IMPORTANT DATES AND TIMES**

Last date and time for lodgement of Proxy Form	:	6 January 2019 at 10.00 a.m.
Date and time of Special General Meeting	:	8 January 2019 at 10.00 a.m.
Place of Special General Meeting	:	Six Battery Road #10-01 Singapore 049909

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## DEFINITIONS

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

<b>“Audit Committee”</b>	:	The audit committee of the Company for the time being;
<b>“Auditors”</b>	:	The auditors of the Company for the time being;
<b>“Bermuda Act”</b>	:	The Companies Act 1981 of Bermuda, as amended, supplemented or modified from time to time;
<b>“Board” or “Board of Directors”</b>	:	The board of directors of the Company for the time being;
<b>“Bye-Laws”</b>	:	The bye-laws of the Company as amended, supplemented or modified from time to time;
<b>“CDP”</b>	:	The Central Depository (Pte) Limited;
<b>“Circular”</b>	:	This circular to Shareholders dated 21 December 2018;
<b>“Companies Act”</b>	:	The Companies Act (Chapter 50) of Singapore, as amended or modified from time to time;
<b>“Company”</b>	:	AnAn International Limited;
<b>“Corporate Secretary”</b>	:	RHT Corporate Advisory Pte. Ltd.;
<b>“Crowe Horwath”</b>	:	Crowe Horwath First Trust LLP;
<b>“Director”</b>	:	A director of the Company for the time being;
<b>“EY”</b>	:	Ernst & Young LLP;
<b>“Group”</b>	:	The Company and its subsidiaries;
<b>“Listing Manual”</b>	:	The listing manual of the SGX-ST, as amended or modified from time to time;
<b>“Memorandum of Association”</b>	:	The memorandum of association of the Company as amended, modified or supplemented from time to time;
<b>“Notice of SGM”</b>	:	The notice of the SGM which is set out on page 8 of this Circular;
<b>“PRC”</b>	:	The People’s Republic of China;
<b>“Resolution”</b>	:	The resolution set out in the Notice of SGM on page 8 of this Circular;
<b>“Securities Account”</b>	:	A securities account maintained by a Depositor with the CDP but not including a securities sub-account maintained with a Depository Agent;
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited;
<b>“Shareholders”</b>	:	Registered holders of Shares except where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, means the Depositors whose Securities Accounts are credited with such Shares;

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## DEFINITIONS

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“Shares”	:	Ordinary shares in the authorised capital and in the issued and paid-up share capital of the Company, and each a “Share”;
“SGM”	:	The special general meeting of the Company to be held at Six Battery Road #10-01 Singapore 049909 on 8 January 2019, the notice of which is set out on pages 8 to 9 of this Circular (or any adjournment thereof);
“Substantial Shareholder”	:	A person (including a corporation) who has an interest in not less than 5% of the total issued voting Shares; and
“%” or “percent”	:	Percentage or per centum.

**Depositors.** 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 (Chapter 289) of Singapore.

**Subsidiaries.** The term “**subsidiaries**” shall have the meanings ascribed to them respectively in Sections 5 of the Companies Act.

**References.** 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, where applicable, include corporations.

**Time and date.** Any reference to a time of day and date in this Circular is made by reference to Singapore time and date, unless otherwise stated.

**Statutes.** 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, Bermuda Act, the Listing Manual, or any statutory or regulatory modification thereof and not otherwise defined in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, Bermuda Act, the Listing Manual, or any such statutory or regulatory modification thereof, as the case may be, unless the context otherwise requires.

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

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## LETTER TO SHAREHOLDERS

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### **ANAN INTERNATIONAL LIMITED**

(Incorporated in Bermuda)  
(Company Registration No. 35733)

#### **Board of Directors:**

Mr Zang Jian Jun (Executive Director and Executive Chairman)  
Mr Ooi Hoe Seong (Lead Independent Director)  
Mr Toh Hock Ghim (Independent Director)  
Ms Ling Chi (Independent Director)

#### **Registered Office:**

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

**21 December 2018**

**To: The Shareholders of AnAn International Limited**

Dear Sir/Madam

#### **THE PROPOSED CHANGE OF AUDITORS**

##### **1. BACKGROUND**

- 1.1. The purpose of this Circular is to explain the reasons for, and to provide Shareholders with information relating to the proposed change of auditors ("**Proposed Change of Auditors**") to be tabled at the SGM and to seek Shareholders' approval for the resolution relating to the same. The Notice of SGM is set out on pages 8 to 9 of this Circular.
- 1.2. The SGX-ST assumes no responsibility for the accuracy of any of the statements made, reports contained or opinions expressed in this Circular.
- 1.3. The Circular has been prepared solely for the purposes outlined above and may not be relied upon by any persons (other than the Shareholders) or for any other purpose.

##### **2. THE PROPOSED CHANGE OF AUDITORS**

###### **2.1. Reasons for the Proposed Change of Auditors**

The Company's existing Auditors, EY, were re-appointed as Auditors at the last annual general meeting of the Company held on 29 June 2018, to hold office until the conclusion of the next annual general meeting of the Company. EY has served as Auditors for three (3) consecutive audits since the financial year ended 31 December 2015.

The Company had, on 11 September 2018, received a resignation letter from EY, informing the Company of EY's intention to resign as the Auditors due to concerns raised by EY at the audit committee meeting of the Company on 8 May 2018 (the "**AC Meeting Concerns**"). The AC Meeting Concerns were in respect of EY's internal client acceptance procedures, which precluded EY from accepting re-appointment as Auditors due to the investigations of Mr. Ye Jian Ming by the PRC authorities as reported in various news articles on 1 March 2018. As announced by the Company on 1 March 2018, Mr Ye Jian Ming holds approximately 50.01% of the issue share capital

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## LETTER TO SHAREHOLDERS

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of AnAn Group (Singapore) Pte. Ltd., which in turn holds approximately 63.82% of the total number of issued shares in the capital of the Company. As announced by the Company on 14 September 2018, the High Court of Singapore had on 7 September 2018 ordered for AnAn Group (Singapore) Pte. Ltd. to be wound up (the “**Winding Up Order**”) and for liquidators to be appointed for AnAn Group (Singapore) Pte. Ltd. in connection with the Winding Up Order.

For the avoidance of doubt, EY’s proposed resignation as set out in the resignation letter does not include the resignation of Ernst & Young et L Associés, France, Ernst & Young, S.L., Spain and Ernst & Young, Hong Kong. These audit firms in the Ernst & Young network of firms will audit the companies in the Group as set out in paragraph 2.4, which includes the significant subsidiaries of the Company.

In light of EY’s resignation letter, the Audit Committee had requested for and evaluated the proposals from three (3) audit firms. Following such evaluation and the presentation of the engagement partner on 12 November 2018 with regards to their experience, audit methodology and quality control, the Audit Committee has determined that Crowe Horwath, together with its competitive fee proposal, is best suited to the existing needs and requirements of the Group.

As such, the Board, in consultation with the Audit Committee, is of the view that a change of Auditors to Crowe Horwath is in the best interests of the Company and the Shareholders and hereby, proposes a change of Auditors to Crowe Horwath in place of EY.

Crowe Horwath has given its consent to act as Auditors by way of a letter dated 20 November 2018. The resignation of EY will only take effect upon the appointment of Crowe Horwath, which will be effective upon the approval of Shareholders being obtained at the SGM. Upon the appointment, Crowe Horwath will hold office until the conclusion of the next annual general meeting of the Company.

Following Shareholders’ approval of the Proposed Change of Auditors, Crowe Horwath will be appointed as the Auditors of the Company and certain of its subsidiaries, in place of EY. The Directors wish to express their appreciation for the past services rendered by EY.

### **2.2. Information on Crowe Horwath and the Audit Engagement Partner**

Crowe Horwath is one of the leading mid-tier accounting and advisory service firms in Singapore that provides audit, advisory, tax, outsourcing and fund administration solutions to a diverse and international clientele including public-listed entities, multinational corporations and financial institutions. Crowe Horwath is registered with the Accounting and Corporate Regulatory Authority of Singapore and was awarded the 2016 Best Practice Award (Large Practice Category) and 2018 Best Growth Award (Open Category) by the Institute of Singapore Chartered Accountants.

In addition, Crowe Horwath is part of an international professional services network, Crowe Global. Ranked as the eighth largest global accounting network, Crowe Global consists of more than 200 independent accounting and advisory services firms in close to 130 countries around the world.

Ms. Angeline Tan will be the audit engagement partner assigned to lead the audit of the Group. She is currently the partner leading the Audit & Assurance Service team in Crowe Horwath and concurrently oversees Crowe Horwath’s training and technical department. She has more than twenty (20) years of experience in the audit and financial consulting services, serving a broad range of clientele in the manufacturing, trading, service and pharmaceutical industries. She is a Practising Member of the Institute of Singapore Chartered Accountants. She also currently sits on the ISCA Financial Statement Review Committee and is an audit committee member of Crowe Global.

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## LETTER TO SHAREHOLDERS

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### 2.3. Requirements under Rule 712 of the Listing Manual

The Board, having taken into account the Audit Committee's recommendation, and various factors, including, *inter alia*, the following:

- (a) the fee structure, the adequacy of the resources and experience of Crowe Horwath;
- (b) the audit engagement partner assigned to the audit;
- (c) Crowe Horwath's other audit engagements;
- (d) the size and complexity of the Group's operations; and
- (e) the number and experience of supervisory and professional staff assigned to the audit of the Company and its subsidiaries,

are of the opinion that Crowe Horwath will be able to meet the audit requirements of the Group and that Rule 712 of the Listing Manual has been complied with.

### 2.4. Requirements under Rule 715 of the Listing Manual

Following the Shareholders' approval of the Proposed Change of Auditors, Crowe Horwath will become the Auditors in place of EY. Crowe Horwath will be engaged to conduct an audit on the consolidated financial statements of the Company and the financial statements of its subsidiaries incorporated in Singapore.

The Company will appoint an audit firm in the Crowe Horwath network of firms to conduct audit on its overseas subsidiary, Shanghai Dajiang Shenyuan Equity Investment Fund Management Co., Ltd.<sup>1</sup>, for the purpose of the consolidation of the financial statements of the Group.

Further to paragraph 2.1, the other foreign subsidiaries of the Company including significant subsidiaries will continue to be audited by their current auditors as follows:

- (a) Ernst & Young et L Associés, France will continue as the auditors of the following subsidiaries of the Company: (i) Rompetrol France SAS.; (ii) Dyneff SAS.; (iii) Depot Petrolier de Port la Nouvelle SAS.; (iv) Terminal Midi Pyrenees SAS.; (v) Boissonnade Combustibles SAS.; (vi) BioAdvancedEnergy SAS.; (vii) EPPLN SAS.; and (viii) BioAdvancedEnergy Prod SAS.;
- (b) Ernst & Young, S.L., Spain will continue as the auditors of the following subsidiaries of the Company: (i) Dyneff Gas Stations Network SL.; (ii) Dyneff España S.L.U.; and (iii) Dyneff Trading S.L.U.; and
- (c) Ernst & Young, Hong Kong will continue as the auditors of the following subsidiaries of the Company: (i) Hong Kong China Energy Finance Service Co., Limited.; and (ii) AnAn Assets Management & Equity Investment (Hong Kong) Co., Limited.

The Audit Committee and the Board confirm that they are satisfied that the appointment of Crowe Horwath and audit firms in the Crowe Horwath network of firms as well as audit firms in the Ernst & Young network of firms as auditors for the various companies in the Group will not compromise the standard and effectiveness of the audit of the Company and the Group.

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<sup>1</sup> Shanghai Dajiang Shenyuan Equity Investment Fund Management Co., Ltd. was not previously audited by EY as it is not required to be audited under the laws of its country of incorporation (see Note 12 of the Company's annual report for the financial year ended 31 December 2017).

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## LETTER TO SHAREHOLDERS

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

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

- (a) the Company has received a copy of EY's professional clearance letter dated 30 October 2018 to Crowe Horwath, confirming that save for (i) the AC Meeting Concerns and (ii) the matters disclosed in the "Basis for Qualified Opinion" section in the Independent Auditor's Report, as enclosed in the annual report of the Company for the financial year ended 31 December 2017, they are not aware of any professional reasons why Crowe Horwath should not accept appointment as the Auditors;
- (b) the Directors confirm that there were no disagreements with EY on accounting treatments within the last twelve (12) months from the date of this Circular;
- (c) the Directors confirm that the Company is not aware of any circumstances connected with the Proposed Change of Auditors, that should be brought to the attention of the Shareholders, which has not been disclosed in this Circular;
- (d) the reasons for the Proposed Change of Auditors are disclosed in paragraph 2.1 of this Circular; and
- (e) the Directors confirm that the Company is in compliance with Rules 712 and 715 of the Listing Manual in relation to the proposed appointment of Crowe Horwath as the Auditors.

### 3. AUDIT COMMITTEE'S STATEMENT

The Audit Committee has reviewed and deliberated on the Proposed Change of Auditors and recommended to the Board that Crowe Horwath be appointed as Auditors, after taking into consideration the suitability and independence of Crowe Horwath to meet the audit requirements of the Group and compliance with the requirements of the Listing Manual.

### 4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save for their respective interests in the Company, none of the Directors or Substantial Shareholders has any interest, direct or indirect, in the Proposed Change of Auditors.

### 5. DIRECTORS' RECOMMENDATIONS

The Directors, having considered the rationale and benefits of the Proposed Change of Auditors, 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 Resolution relating thereto at the SGM as set out in the Notice of SGM which is set out on pages 8 to 9 of this Circular.

### 6. SPECIAL GENERAL MEETING

The SGM, notice of which is set out on pages 8 to 9 of this Circular, will be held at Six Battery Road #10-01 Singapore 049909 on 8 January 2019 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the Resolution set out in the Notice of SGM.

### 7. ACTIONS TO BE TAKEN BY SHAREHOLDERS

#### 7.1. Appointment of proxies

Shareholders who are entitled to attend and vote at a meeting of the Company but are unable to attend the SGM personally and wish to appoint a proxy or two (2) proxies to attend and vote at the SGM on their behalf will find attached to this Circular a Shareholder Proxy Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible, and in any event, so as to arrive at the offices of the Company's Singapore Share Transfer Agent, RHT Corporate Advisory Pte. Ltd. at 9 Raffles Place #29-01 Republic Plaza Tower 1 Singapore 048619 at not less than forty-eight (48) hours before the time appointed for the SGM.

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## LETTER TO SHAREHOLDERS

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The completion and return of a Shareholder Proxy Form by a Shareholder does not preclude him from attending and voting in person at the SGM in place of his proxy if he finds that he is able to do so, and in such event, his instrument appointing a proxy shall be deemed to be revoked and the Company shall have the right to refuse to admit any person or persons appointed under the instrument of proxy to the SGM.

### 7.2. Depositors not regarded as Shareholder

A Depositor is not regarded as a member of the Company entitled to attend the SGM and to speak and vote thereat. A Depositor whose name appears on the Depository Register as at forty-eight (48) hours before the SGM may attend and vote as CDP's proxy.

A Depositor who is a natural person and whose name appears in the Depository Register as at a time not earlier than forty-eight (48) hours prior to the time of the SGM, need not complete and submit the Depositor Proxy Form if he is attending the SGM in person. However, if he is unable to attend the SGM in person but wishes to be represented at the SGM, he may nominate a person or persons ("**Nominee**") other than himself as CDP's proxy by completing the Depositor Proxy Form (in accordance with the instructions thereto) and deposit the duly completed Depositor Proxy Form at the offices of the Company's Singapore Share Transfer Agent, RHT Corporate Advisory Pte. Ltd. at 9 Raffles Place #29-01 Republic Plaza Tower 1 Singapore 048619 at least forty-eight (48) hours before the time appointed for the holding of the SGM. Each Nominee appointed must be a natural person but need not be a member of the Company.

### 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 and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

### 9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the office of the Company's Corporate Secretary at 9 Raffles Place #29-01 Republic Plaza Tower 1 Singapore 048619 during normal business hours from the date of this Circular up to the date of the SGM:

- (a) the Memorandum of Association and Bye-Laws;
- (b) the Company's annual report for the financial year ended 31 December 2017;
- (c) the letter from EY dated 11 September 2018, setting out their resignation as Auditors;
- (d) the letter of consent to act as Auditors from Crowe Horwath dated 20 November 2018; and
- (e) the letter of professional clearance issued by EY to Crowe Horwath dated 30 October 2018.

Yours faithfully  
For and on behalf of the Board of Directors of  
**ANAN INTERNATIONAL LIMITED**

Mr Zang Jian Jun  
Executive Director and Executive Chairman

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## NOTICE OF SPECIAL GENERAL MEETING

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### ANAN INTERNATIONAL LIMITED

(Incorporated in the Bermuda)  
(Company Registration No. 35733)

**NOTICE IS HEREBY GIVEN** that a special general meeting (“**SGM**”) of AnAn International Limited (the “**Company**”) will be held at Six Battery Road #10-01 Singapore 049909 on 8 January 2019 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

All capitalised terms used in this Notice of SGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the circular dated 21 December 2018 to Shareholders (the “**Circular**”).

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

Resolved that:

- (a) the resignation of EY as the Auditors be and is hereby noted and that Crowe Horwath, having consented to act, be and are hereby appointed as the Auditors in place of EY, to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms as may be agreed by the Directors with Crowe Horwath; and
- (b) the Directors and any one of them be and are hereby 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 Resolution.

#### **BY ORDER OF THE BOARD**

Mr Zang Jian Jun  
Executive Director and Executive Chairman  
21 December 2018

#### **Notes:**

1. Any person who holds Shares through The Central Depository (Pte) Limited and whose name appears in the Depository Register (as defined in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore) shall be referred herein as the “Depositor”.
2. For a Depositor which is a corporation and whose name appears in the Depository Register as at a time not earlier than forty-eight (48) hours prior to the time of the SGM, if it wishes to attend and vote at the SGM as CDP’s proxy, such Depositor must nominate a person or two (2) persons to attend and vote at the SGM as CDP’s proxy by completing the Depositor Proxy Form (in accordance with the instructions thereto) and depositing the duly completed Depositor Proxy Form at the offices of the Company’s Singapore Share Transfer Agent, RHT Corporate Advisory Pte. Ltd. at 9 Raffles Place #29-01 Republic Plaza Tower 1 Singapore 048619, at least forty-eight (48) hours before the time of the SGM. Each appointee must be a natural person but need not be a member of the Company.
3. For a Depositor who is a natural person and whose name appears in the Depository Register as at a time not earlier than forty-eight (48) hours prior to the time of the SGM, he need not complete and submit the Depositor Proxy Form if he is attending the SGM in person as CDP’s proxy. However, if he is unable to attend the SGM in person but wishes to be represented at the SGM, he must nominate a person or two (2) persons to attend and vote at the SGM as CDP’s proxy by completing the Depositor Proxy Form (in accordance with the instructions thereto) and deposit the duly completed Depositor Proxy Form at the offices of the Company’s Singapore Share Transfer Agent, RHT Corporate Advisory Pte. Ltd. at 9 Raffles Place #29-01 Republic Plaza Tower 1 Singapore 048619, at least forty-eight (48) hours before the time of the SGM. Each appointee must be a natural person but need not be a member of the Company.
4. If a Shareholder (who or which holds Shares in his/its own name) wishes to appoint a proxy/proxies, then the Shareholder Proxy Form must be completed (in accordance with the instructions thereto) and deposited at the offices of the Company’s Singapore Share Transfer Agent, RHT Corporate Advisory Pte. Ltd. at 9 Raffles Place #29-01 Republic Plaza Tower 1 Singapore 048619, at least forty-eight (48) hours before the time of the SGM.

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## NOTICE OF SPECIAL GENERAL MEETING

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5. The Company shall be entitled to reject any Depositor Proxy Form or Shareholder Proxy Form 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 on the Depositor Proxy Form or Shareholder Proxy Form, as the case may be. It is the Depositor's or Shareholder's responsibility to ensure that the Depositor Proxy Form or Shareholder Proxy Form, as the case may be, is properly completed. Any decision to reject the Depositor Proxy Form or Shareholder Proxy Form, as the case may be, on the grounds that it is incomplete, improperly completed or illegible will be final and binding and neither the Company, CDP nor RHT Corporate Advisory Pte. Ltd. accepts any responsibility for the consequences of such a decision. In addition, in the case of shares entered into the Depository Register, the Company may reject a Depositor Proxy Form if the Depositor (being the appointor) is not shown to have Shares entered against his/its name in the Depository Register as at forty-eight (48) hours before the time appointed for holding the SGM, as certified by The Central Depository (Pte) Limited to the Company.

### **Personal data privacy:**

By attending the SGM and/or any adjournment thereof and/or submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a Shareholder (a) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), and (b) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

