

**CIRCULAR DATED 6 APRIL 2018**

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

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

If you have sold or transferred all of your ordinary shares in the capital of Soo Kee Group Ltd. (the “**Company**”), you should immediately forward this circular (“**Circular**”), the Notice of Extraordinary General Meeting and the attached proxy form to the purchaser or the transferee or to the bank, stockbroker or agent through whom the sale or the transfer was effected, for onward transmission to the purchaser or the transferee.

Your attention is drawn to page 6 of this Circular in respect of actions to be taken if you wish to attend and vote at the Extraordinary General Meeting.

This Circular and its contents have been reviewed by the Company's sponsor, United Overseas Bank Limited (the “**Sponsor**”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). The Sponsor has not independently verified the contents of this Circular.

This Circular has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume 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.

The contact person for the Sponsor is Mr. Lim Hoon Khiat, Director, Equity Capital Markets, who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, telephone: +65 6533 9898.



**SOO KEE GROUP LTD.**

(Incorporated in Singapore on 13 June 2012)  
(Company Registration No.: 201214694Z)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO**

**THE PROPOSED CHANGE OF NAME OF THE COMPANY  
TO “SK JEWELLERY GROUP LIMITED”**

**IMPORTANT DATES AND TIMES:**

Last date and time for lodgment of proxy form	:	28 April 2018 at 11.00 a.m.
Date and time of Extraordinary General Meeting	:	30 April 2018 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place)
Place of Extraordinary General Meeting	:	7 Changi Business Park Vista, #01-01, Singapore 486042

## CONTENTS

DEFINITIONS.....	3
1. INTRODUCTION.....	5
2. THE PROPOSED CHANGE OF NAME OF THE COMPANY.....	5
3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS.....	6
4. ACTION TO BE TAKEN BY SHAREHOLDERS.....	6
5. DIRECTORS' RECOMMENDATIONS.....	7
6. DIRECTORS' RESPONSIBILITY STATEMENT.....	7
7. DOCUMENTS AVAILABLE FOR INSPECTION.....	7
NOTICE OF EXTRAORDINARY GENERAL MEETING.....	8
PROXY FORM	

## DEFINITIONS

For the purpose of this Circular, the following definitions have, where appropriate, been used:

<b>“ACRA”</b>	:	Accounting and Corporate Regulatory Authority of Singapore
<b>“Board”</b>	:	The board of Directors of the Company as at the date of this Circular
<b>“Catalist”</b>	:	The Catalist Board of the SGX-ST
<b>“Catalist Rules”</b>	:	The SGX-ST Listing Manual Section B: Rules of Catalist as amended, modified or supplemented from time to time
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Circular”</b>	:	This circular dated 6 April 2018 in relation to the Proposed Change of Name
<b>“Companies Act”</b>	:	The Companies Act (Chapter 50) of Singapore, as amended, modified or supplemented from time to time
<b>“Company”</b>	:	Soo Kee Group Ltd.
<b>“Constitution”</b>	:	The constitution of the Company, as amended, modified or supplemented from time to time
<b>“Directors”</b>	:	The directors of the Company as at the date of this Circular
<b>“EGM”</b>	:	The extraordinary general meeting of the Company to be held at 11.00 a.m. on 30 April 2018 (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place), the notice of which is set out on pages 8 and 9 of this Circular
<b>“Group”</b>	:	The Company and its subsidiaries
<b>“Latest Practicable Date”</b>	:	26 March 2018, being the latest practicable date prior to the printing of this Circular
<b>“Notice of EGM”</b>	:	The notice of EGM set out on pages 8 to 9 of this Circular
<b>“Proposed Change of Name”</b>	:	The proposed change of name of the Company from “Soo Kee Group Ltd.” to “SK Jewellery Group Limited”
<b>“Securities Account”</b>	:	Securities account 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 (Chapter 289) of Singapore, as amended, modified or supplemented from time to time
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited

- “Shareholders”** : Persons who are registered as holders of the Shares except where the registered holder is CDP, in which case the term **“Shareholders”** shall in relation to such Shares mean the Depositors whose Securities Accounts with CDP are credited with the Shares
- “Shares”** : Ordinary shares in the capital of the Company
- “Soo Kee Capital”** : Soo Kee Capital Pte. Ltd.
- “Subsidiaries”** : The subsidiaries of a company (as defined in Section 5 of the Companies Act) and **“Subsidiary”** shall be construed accordingly
- “Substantial Shareholder”** : A person who holds directly or indirectly 5.0% or more of the issued voting shares in the capital of the Company

*Currencies and others*

**“%” or “per cent”** Per centum or percentage

The terms **“Depositor”**, **“Depository Register”** and **“Depository Agent”** shall have the meanings ascribed to them respectively by Section 81SF of the Securities and Futures Act. The term **“treasury shares”** shall have the meaning ascribed to it in Section 4 of the Companies Act.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as from the time being amended or re-enacted. Any word or term defined under the Companies Act, the Catalist Rules, the Securities and Futures Act, or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, the Catalist Rules, the Securities and Futures Act, or any statutory modification thereof, as the case may be, unless otherwise provided.

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. References to persons shall, where applicable, include corporations.

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

Any discrepancies in this Circular between the sum of the figures stated and the total thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures which precede them.

**SOO KEE GROUP LTD.**  
(Incorporated in Singapore on 13 June 2012)  
(Company Registration No.: 201214694Z)

**Directors:**

Dato' Sri Dr. Lim Yong Guan (Non-Executive Chairman)  
Mr. Lim Yong Sheng (Executive Director and  
Group Chief Executive Officer)  
Mdm. Lim Liang Eng (Executive Director and  
Group Chief Operating Officer)  
Mr. Ang Miah Khiang (Lead Independent Director)  
Mr. Sim Eng Huat (Independent Director)  
Mr. Lye Hoong Yip Raymond (Independent Director)  
Mr. Low Chia Wing (Independent Director)

**Registered Office:**

7 Changi Business Park Vista  
#01-01  
Singapore 486042

6 April 2018

To: The Shareholders of Soo Kee Group Ltd.

**THE PROPOSED CHANGE OF NAME OF THE COMPANY TO “SK JEWELLERY GROUP LIMITED”**

Dear Shareholder,

**1. INTRODUCTION**

The Directors are convening the EGM to seek the approval of Shareholders for the proposed change of the name of the Company from “Soo Kee Group Ltd.” to “SK Jewellery Group Limited”.

The purpose of this Circular is to provide Shareholders with, *inter alia*, the relevant information relating to the Proposed Change of Name, and to seek Shareholders' approval at the EGM to be held at 11.00 a.m. on 30 April 2018 (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the same.

**2. THE PROPOSED CHANGE OF NAME OF THE COMPANY**

**2.1 Rationale**

The Group currently retails fashionable jewellery and mementoes under, amongst others, the well-established “SK Jewellery” brand in Singapore and abroad. As such, the Board is of the view that the Proposed Change of Name will better reflect the profile, business activities and business direction of the Group. In addition, the Proposed Change of Name will also allow investors and the Group's business partners to better identify and associate the Company with the “SK Jewellery” brand.

**2.2 Approvals**

The Proposed Change of Name is subject to the approval of Shareholders by way of a special resolution at the EGM. The Company has made an application to ACRA to reserve the name “SK Jewellery Group Limited” on 6 March 2018. The application has been approved by ACRA on 7 March 2018 and the name will be reserved until 5 July 2018.

**2.3 Administrative Procedures**

Subject to the approval of Shareholders at the EGM and registration by ACRA, the Company shall change its name from “Soo Kee Group Ltd.” to “SK Jewellery Group Limited” with effect from the issue of the Certificate of Incorporation on Change of Name of Company, and the name “Soo Kee Group Ltd.” shall be substituted with “SK Jewellery Group Limited” wherever the former name appears in the Constitution. Apart from the substitution of the Company's name, no amendments will be made to the Constitution.

The Company will make an announcement when the Proposed Change of Name takes effect. Shareholders should note that the Proposed Change of Name does not affect (i) the identity or legal status of the Company, (ii) any of the rights or obligations of the Company, (iii) any of the rights of Shareholders, or (iv) the Group's daily business operations and financial position. The existing Shares will continue to be traded on the SGX-ST.

## 2.4 Existing Share Certificates

Shareholders should note that notwithstanding the change of the Company's name, the Company will not recall existing share certificates which will continue to be *prima facie* evidence of legal title. No further action would be required on the part of Shareholders in respect of existing share certificates.

## 3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at the Latest Practicable Date, the interests of the Directors in the Shares (as extracted from the Register of Directors' shareholdings), and the interests of the Substantial Shareholder(s) in the Shares (as extracted from the Register of Substantial Shareholders), are as follows:

Name	Direct Interest	%	Deemed Interest	%
<b>Directors</b>				
Dato' Sri Dr. Lim Yong Guan <sup>(1)(2)</sup>	66,556,653	11.8	328,784,965	58.5
Mr. Lim Yong Sheng <sup>(1)</sup>	57,421,427	10.2	326,631,965	58.1
Mdm. Lim Liang Eng <sup>(1)</sup>	6,525,155	1.2	326,631,965	58.1
Mr. Ang Miah Kiang	-	-	-	-
Mr. Sim Eng Huat	-	-	-	-
Mr. Lye Hoong Yip Raymond	-	-	-	-
Mr. Low Chia Wing	-	-	-	-
<b>Substantial Shareholder</b>				
Soo Kee Capital	326,631,965	58.1	-	-

### Notes:

- (1) Soo Kee Capital is an investment holding company. All of the equity interest in Soo Kee Capital is collectively held by Dato' Sri Dr. Lim Yong Guan, Mr. Lim Yong Sheng and Mdm. Lim Liang Eng, who are siblings. Dato' Sri Dr. Lim Yong Guan, Mr. Lim Yong Sheng and Mdm. Lim Liang Eng are entitled to exercise all the votes attached to the voting shares in Soo Kee Capital. As such, pursuant to Section 4 of the Securities and Futures Act, each of them is deemed to be interested in the Shares which Soo Kee Capital holds in the Company.
- (2) Dato' Sri Dr. Lim Yong Guan is deemed to be interested in the 2,153,000 Shares held by his spouse, Mdm. Tan Yang Hong, by virtue of Section 133(4) of the Securities and Futures Act.

Save as disclosed above, none of the Directors and Substantial Shareholder has any interest, direct or indirect, in the Proposed Change of Name.

## 4. ACTION TO BE TAKEN BY SHAREHOLDERS

The EGM, notice of which is set out on pages 8 to 9 of this Circular, will be held at 7 Changi Business Park Vista, #01-01, Singapore 486042 on 30 April 2018 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with and without modifications, the special resolution as set out in the Notice of EGM.

Shareholders who are unable to attend the EGM and wish to appoint a proxy or proxies to attend and vote on their behalf should complete, sign and return the proxy form attached to the Notice of EGM in accordance with the instructions printed thereon as soon as possible and in any event, so as to arrive at the registered office of the Company at 7 Changi Business Park Vista, #01-01, Singapore 486042, not later than 48 hours before the time fixed for the EGM. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the EGM in place of his proxy if he wishes to do so.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register maintained by CDP pursuant to Part IIIA of the Securities and Futures Act at least 72 hours before the EGM.

#### **5. DIRECTORS' RECOMMENDATIONS**

Having fully considered, *inter alia*, the rationale for the Proposed Change of Name, the Directors are of the opinion that the Proposed Change of Name is in the best interests of the Company and recommend that Shareholders vote in favour of the special resolution relating to the Proposed Change of Name to be proposed at the EGM.

#### **6. 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 Name, 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.

#### **7. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents may be inspected at the registered office of the Company at 7 Changi Business Park Vista, #01-01, Singapore 486042, during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the Constitution;
- (b) the application to ACRA dated 6 March 2018 in respect of the Proposed Change of Name; and
- (c) the approval from ACRA dated 7 March 2018 in respect of the Proposed Change of Name.

Yours faithfully

For and on behalf of the Board of Directors of  
**Soo Kee Group Ltd.**

Mr. Lim Yong Sheng  
Executive Director and Group Chief Executive Officer

**SOO KEE GROUP LTD.**  
(Incorporated in Singapore on 13 June 2012)  
(Company Registration No.: 201214694Z)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the “EGM”) of Soo Kee Group Ltd. (the “Company”) will be held at 7 Changi Business Park Vista, #01-01, Singapore 486042 on 30 April 2018 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing, with or without any modifications, the following resolution which will be proposed as a special resolution:

**SPECIAL RESOLUTION 1**

**THE PROPOSED CHANGE OF NAME OF THE COMPANY TO “SK JEWELLERY GROUP LIMITED”  
(THE “PROPOSED CHANGE OF NAME”)**

That:

- (A) the name of the Company be changed from “Soo Kee Group Ltd.” to “SK Jewellery Group Limited” and that the name “Soo Kee Group Ltd.” be substituted with “SK Jewellery Group Limited” wherever the former name appears in the Company’s constitution; and
- (B) the directors of the Company (or any of them) be and are hereby authorised to complete and do all such acts and things (including negotiating, signing, executing and delivering all such documents and approving any amendments, alterations or modifications to any document and affixing the common seal of the Company to any such documents (if necessary)) in connection with the Proposed Change of Name as they may consider necessary, desirable or expedient to give effect to this resolution as they may deem fit.

**BY ORDER OF THE BOARD  
SOO KEE GROUP LTD.**

Mr. Lim Yong Sheng  
Executive Director and Group Chief Executive Officer

6 April 2018



**Notes:**

1. (a) A member of the Company who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member's form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat this proxy form as invalid.  
  
(b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, 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 form of proxy appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.  
  
("relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act (Cap. 50).)
2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 7 Changi Business Park Vista, #01-01, Singapore 486042, not less than 48 hours before the time appointed for the EGM. The completion and return of the proxy form by a member will not prevent him from attending and voting in person at the EGM if he so wishes. In such event, the relevant proxy form will be deemed to be revoked.

**Personal data privacy:**

By attending the EGM and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/ or any adjournment thereof, a member of the Company: (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/or representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (ii) warrants that where the member 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.

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**SOO KEE GROUP LTD.**

(Incorporated in Singapore on 13 June 2012)  
(Company Registration No. 201214694Z)

**PROXY FORM****Extraordinary General Meeting**

(Please see notes overleaf before completing this form)

**IMPORTANT**

1. A relevant intermediary may appoint more than two (2) proxies to attend the Meeting and vote (please see Note 2 for the definition of "relevant intermediary").
2. This proxy form is not valid for use by investors whose shares are held under their Supplementary Retirement Scheme (SRS) accounts and shall be ineffective for all intents and purposes if used or is purported to be used by them.
3. PLEASE READ THE NOTES TO THIS PROXY FORM.

I/We\* \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport/Co. Reg No)

of \_\_\_\_\_ (Address)

being a member/members\* of Soo Kee Group Ltd. (the "Company"), hereby appoint:-

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

and/or\*

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

or failing him/her/them, the Chairman of the Extraordinary General Meeting of the Company ("Meeting") as my/our proxy/proxies to vote for me/us on my/our behalf at the Meeting to be held at 7 Changi Business Park Vista, #01-01, Singapore 486042 on 30 April 2018 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) and at any adjournment thereof. I/We direct my/our proxy/proxies to vote on the business before the Meeting as indicated below. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her/their discretion.

No.	Special Resolution	For	Against
1.	To approve the proposed change of the name of the Company to "SK Jewellery Group Limited" (on a poll taken)		

Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" the relevant resolution, please tick [✓] within the relevant box provided. Alternatively, if you wish to exercise your votes both "For" and "Against" the relevant resolution, please indicate the number of shares in the boxes provided.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018

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

\_\_\_\_\_  
Signature(s) of Member(s) / Common Seal of Corporate Shareholder

**IMPORTANT: Please read notes overleaf before completing this form**



**Notes:**

- (1) Please insert the total number of ordinary shares in the capital of the Company ("**Shares**") held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares. If no number is inserted, this proxy form will be deemed to relate to all the Shares held by you.
- (2)
  - (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the Meeting. Where such member's form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat this proxy form as invalid.
  - (b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the Meeting, 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 form of proxy appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

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

- (3) A proxy need not be a member of the Company.
- (4) The instrument appointing a proxy must be deposited at the registered office of the Company at 7 Changi Business Park Vista, #01-01, Singapore 486042, not less than 48 hours before the time for holding the Meeting.
- (5) Completion and return of this instrument appointing a proxy or proxies shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the Meeting.
- (6) The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
- (7) Where an instrument appointing a proxy or proxies 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 Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- (8) The Company shall be entitled to reject a proxy form which 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 proxy form. In addition, in the case of Shares entered in the Depository Register, the Company may reject a proxy form if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

**Personal Data Privacy:**

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