



## AYONDO LTD.

(Company Registration No.: 201728417D)  
(Incorporated in the Republic of Singapore)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of ayondo Ltd. (the “Company”) will be held at 10 Anson Road, #29-06 International Plaza, Singapore 079903 on Friday, 28 June 2019 at 2.30 p.m. to transact the following businesses:-

#### AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2018 together with the Independent Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr Thomas Winkler as a Director of the Company retiring pursuant to Regulation 122 of the Company’s Constitution. **(Resolution 2)**  
[See Explanatory Note (i)]
3. To re-elect Dr Foo Fatt Kah as a Director of the Company retiring pursuant to Regulation 117 of the Company’s Constitution. **(Resolution 3)**  
[See Explanatory Note (ii)]
4. To re-elect Mr Foong Daw Ching as a Director of the Company retiring pursuant to Regulation 122 of the Company’s Constitution. **(Resolution 4)**  
[See Explanatory Note (iii)]
5. To re-elect Ms Lam Shiao Ning as a Director of the Company retiring pursuant to Regulation 122 of the Company’s Constitution. **(Resolution 5)**  
[See Explanatory Note (iv)]
6. To note the retirement of Mr Chan Heng Toong, retiring pursuant to Regulation 122 of the Company’s Constitution. **(Resolution 6)**  
[See Explanatory Note (v)]
7. To approve the payment of Directors’ fees of S\$142,300 for the financial year ended 31 December 2018. **(Resolution 6)**
8. To re-appoint Messrs Ernst & Young LLP as the auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 7)**
9. To transact any other ordinary business which may properly be transacted at an AGM.

#### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolutions as Ordinary Resolutions, with or without any amendments:

10. **Authority to issue shares in the capital of the Company (“Shares”) pursuant to Section 161 of the Companies Act, (Cap. 50) and Rule 806 of the Listing Manual Section B: Rules of Catalist of Singapore Exchange Securities Trading Limited** **(Resolution 8)**

That pursuant to Section 161 of the Companies Act (Cap. 50) and Rule 806 of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual Section B: Rules of Catalist (“Catalist Rules”), the Directors be and are hereby authorised to: (a) (i) issue new ordinary shares whether by way of rights, bonus or otherwise; and/or (ii) make or grant offers, agreements or options (collectively “Instruments”) that might or would require new ordinary shares to be issued during the continuance of this authority or thereafter, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into new ordinary shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and (b) (notwithstanding this authorisation conferred may have ceased to be in force) issue new ordinary shares in pursuance of any Instruments made or granted by the Directors while this authorisation was in force, provided that:

- (1) the aggregate number of new ordinary shares to be issued pursuant to such authority (including new ordinary shares to be issued in pursuance of the Instruments, made or granted pursuant to this authorisation shall not exceed 100.0% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of new ordinary shares to be issued (including new ordinary shares to be issued pursuant to the Instruments) other than on a pro rata basis to existing shareholders of the Company shall not exceed 50.0% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
  - (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of new ordinary shares (including new ordinary shares to be issued pursuant to the Instruments) that may be issued under subparagraph (1) above, the percentage of new ordinary shares that may be issued shall be based on the issued share capital of the Company (excluding treasury shares and subsidiary holdings) at the time of passing of this authority, after adjusting for: (a) new ordinary shares arising from the conversion or exercise of the Instruments or any convertible securities; (b) new ordinary shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this authority, provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and (c) any subsequent bonus issue, consolidation or subdivision of ordinary shares;
  - (3) in exercising such authority, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, Chapter 50, and the Constitution for the time being of the Company; and
  - (4) unless revoked or varied by the Company in a general meeting by ordinary resolution, such authority shall continue in force until (a) the conclusion of the next AGM of the Company or (b) the date by which the next AGM of the Company is required by law to be held, whichever is earlier.
- [See Explanatory Note (vi)]

By Order of the Board

Wee Woon Hong  
Company Secretary

Singapore,  
13 June 2019

#### Explanatory Notes:

- (i) Mr Thomas Winkler will, upon re-election as a Director of the Company, remain as the Non-Executive Chairman of the Board. Detailed information on Mr Thomas Winkler pursuant to Rule 704(6) of the Catalist Rules can be found in the Annual Report 2018.
- (ii) Dr Foo Fatt Kah will, upon re-election as a Director of the Company, remain as the Non-Executive Director of the Board and a member of the Audit and Risk Committee. Detailed information on Dr Foo Fatt Kah pursuant to Rule 704(6) of the Catalist Rules can be found in the Annual Report 2018.
- (iii) Mr Foong Daw Ching will, upon re-election as a Director of the Company, remain as Lead Independent Director of the Board, Chairman of the Audit and Risk Committee and a member of the Remuneration Committee and Nominating Committee, and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Mr Foong Daw Ching pursuant to Rule 704(6) of the Catalist Rules can be found in the Annual Report 2018.
- (iv) Ms Lam Shiao Ning will, upon re-election as a Director of the Company, remain as an Independent Director of the Board, Chairman of the Nominating Committee and a member of the Audit and Risk Committee and Remuneration Committee, and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Ms Lam Shiao Ning pursuant to Rule 704(6) of the Catalist Rules can be found in the Annual Report 2018.
- (v) Mr Chan Heng Toong, an Independent Director, Chairman of the Remuneration Committee and a member of the Audit and Risk Committee and Nominating Committee, will retire by rotation pursuant to Regulation 122 of the Company’s Constitution at the AGM. Mr Chan Heng Toong will not be seeking re-election at the AGM. His retirement from the Board will take effect upon the conclusion of the AGM.
- (vi) Ordinary Resolution 9 proposed in item 10 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, the date by which the next AGM is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earliest, to issue new ordinary shares, make or grant Instruments convertible into new ordinary shares and to issue new ordinary shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings), of which up to 50% may be issued other than on a pro rata basis to shareholders of the Company.

#### Notes:-

- (a) (i) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend and vote at the AGM. Where such member appoints two proxies, the proportion of his shareholding to be represented by each proxy shall be specified in the instrument of proxy.
- (ii) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than one proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the instrument of proxy.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act.

- (b) A proxy need not be a member of the Company.
- (c) The instrument appointing a proxy or proxies, duly executed, must be deposited at the registered office of the Company at 20 Collyer Quay #01-02 Singapore 049319 not less than 72 hours before the time appointed for holding the AGM.
- (d) The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
- (e) A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.

#### PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his/her name, his/her presence at the AGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

#### SPONSOR’S STATEMENT

ayondo Ltd. (the “Company”) was listed on Catalist of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) on 26 March 2018. The initial public offering of the Company was sponsored by UOB Kay Hian Private Limited (the “Sponsor”).

This notice has been prepared by the Company and its contents have been reviewed by the Sponsor for compliance with the relevant rules of the SGX-ST Listing Manual Section B: Rules of Catalist. The Sponsor has not independently verified the contents of this notice.

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 correctness of any of the information, statements or opinions made, or reports contained in this notice.

The contact person for the Sponsor is Mr Gregory Wee Toon Lee, Assistant Vice President, at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.