

**CIRCULAR DATED 15 MAY 2019**

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

This Circular is issued by NGSC Limited (the “**Company**”). If you are in any doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional independent adviser immediately.

If you have sold or transferred your ordinary shares in the capital of the Company represented by physical share certificate(s), please forward this Circular, the Notice of Extraordinary General Meeting and the attached Proxy Form immediately to the purchaser or to the bank, stockbroker or agent through whom the sale or transfer was effected, for onward transmission to the purchaser.

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

**NGSC LIMITED**

(Company Registration Number 196400100R)  
(Incorporated in the Republic of Singapore)

**CIRCULAR TO SHAREHOLDERS**

**in relation to**

**THE REQUISITION FOR A MEETING OF THE SHAREHOLDERS PURSUANT TO SECTION 176 OF THE COMPANIES ACT, CHAPTER 50 OF SINGAPORE, FOR:**

- 1. THE PROPOSED REMOVAL OF MR KU VICENTE S. AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EXTRAORDINARY GENERAL MEETING, AND FOR ALL NECESSARY STEPS TO BE TAKEN TO REMOVE HIM FROM ALL APPOINTMENTS WITH THE COMPANY, ITS SUBSIDIARIES AND ITS ASSOCIATES AND ITS INVESTEE COMPANIES;**
- 2. THE PROPOSED REMOVAL OF MR LAI CHIK FAN AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EXTRAORDINARY GENERAL MEETING, AND FOR ALL NECESSARY STEPS TO BE TAKEN TO REMOVE HIM FROM ALL APPOINTMENTS WITH THE COMPANY, ITS SUBSIDIARIES AND ITS ASSOCIATES AND ITS INVESTEE COMPANIES;**
- 3. THE PROPOSED REMOVAL OF MR ANDREW COULTON AS NON-EXECUTIVE CHAIRMAN OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EXTRAORDINARY GENERAL MEETING, AND FOR ALL NECESSARY STEPS TO BE TAKEN TO REMOVE HIM FROM ALL APPOINTMENTS WITH THE COMPANY, ITS SUBSIDIARIES AND ITS ASSOCIATES AND ITS INVESTEE COMPANIES;**
- 4. THE PROPOSED REMOVAL OF MR LI MAN WAI AS INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EXTRAORDINARY GENERAL MEETING, AND FOR ALL NECESSARY STEPS TO BE TAKEN TO REMOVE HIM FROM ALL APPOINTMENTS WITH THE COMPANY, ITS SUBSIDIARIES AND ITS ASSOCIATES AND ITS INVESTEE COMPANIES; AND**
- 5. THE REMOVAL OF ANY DIRECTORS OF THE COMPANY WHO MAY HAVE BEEN APPOINTED BETWEEN THE DATE OF THE REQUISITION NOTICE AND THE DATE OF THE EXTRAORDINARY GENERAL MEETING.**

**IMPORTANT DATES AND TIMES**

Last date and time for lodgement of Proxy Form	:	4 June 2019 at 2.00 p.m.
Date and time of Extraordinary General Meeting	:	6 June 2019 at 2.00 p.m.
Place of Extraordinary General Meeting	:	SAFRA Toa Payoh, 293 Lor 6 Toa Payoh, Singapore 319387

---

## DEFINITIONS

---

“Act” or “Companies Act”	:	The Companies Act (Chapter 50) of Singapore, as amended or modified from time to time
“Board”	:	The board of Directors of the Company as at the Latest Practicable Date
“Business Day”	:	A day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks are open for business in Singapore
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 15 May 2019
“Company”	:	NGSC Limited (formerly known as Next-Generation Satellite Communications Limited), a company incorporated in the Republic of Singapore
“Directors”	:	The directors of the Company as at the date of this Circular
“EGM”	:	Extraordinary General Meeting
“Group”	:	The Company and its subsidiaries as at the date of this Circular, and “Group Company” shall mean any one of such companies
“Latest Practicable Date”	:	11 May 2019, being the latest practicable date prior to the printing of this Circular
“Listing Manual”	:	The listing manual of the SGX-ST and its relevant rule(s) as amended, supplemented or modified from time to time
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“Requisition Notice”	:	The notice of requisition dated 10 April 2019 received by the Company from the requisitioning members, a copy which is enclosed as Appendix to this Circular
“SFA”	:	The Securities and Futures Act (Chapter 289) of Singapore, as amended or modified from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	The registered holders of the Shares in the register of members of the Company, except where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with such Shares
“Shares”	:	Fully paid ordinary shares in the capital of the Company
“Substantial Shareholder”	:	A person (including a corporation) who holds directly or indirectly 5% or more of the total issued share capital of the Company
“S\$” and “cents”	:	Singapore dollars and cents respectively

---

## DEFINITIONS

---

“%” or “per cent.” : Percentage or per centum

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

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 include corporations.

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

Any reference to any agreement or document shall include such agreement or document as amended, modified, varied, novated, supplemented or replaced from time to time.

Any reference in this Circular to shares being allotted to a person includes allotment to CDP for the account of that person.

Any reference to a time of day and to dates in this Circular shall be a reference to Singapore time and dates, 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.

---

## LETTER TO SHAREHOLDERS

---

### NGSC LIMITED

(Company Registration Number 196400100R)  
(Incorporated in the Republic of Singapore)

#### Directors

Andrew Coulton (Non-Executive Non-Independent Chairman)  
Michael Kuan-Chi Sun (Executive Director)  
Sri Tjintawati Hartanto (Non-Executive and Non-Independent Director)  
Lye Meng Yiau (Non-Executive and Non-Independent Director)  
Lai Chik Fan (Non-Executive and Non-Independent Director)  
Ku Vicente S. (Non-Executive Non-Independent Director)  
Edward Fu Shu Sheen (Lead Independent Director)  
Ng Hsian Pin (Independent Director)  
Li Man Wai (Independent Director)

#### Registered Office

20 Collyer Quay  
#01-02  
Singapore 049319  
  
15 May 2019

**To: The Shareholders of NGSC Limited**

Dear Sir/Madam

1. **THE PROPOSED REMOVAL OF MR KU VICENTE S. AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EXTRAORDINARY GENERAL MEETING, AND FOR ALL NECESSARY STEPS TO BE TAKEN TO REMOVE HIM FROM ALL APPOINTMENTS WITH THE COMPANY, ITS SUBSIDIARIES AND ITS ASSOCIATES AND ITS INVESTEE COMPANIES;**
2. **THE PROPOSED REMOVAL OF MR LAI CHIK FAN AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EXTRAORDINARY GENERAL MEETING, AND FOR ALL NECESSARY STEPS TO BE TAKEN TO REMOVE HIM FROM ALL APPOINTMENTS WITH THE COMPANY, ITS SUBSIDIARIES AND ITS ASSOCIATES AND ITS INVESTEE COMPANIES;**
3. **THE PROPOSED REMOVAL OF MR ANDREW COULTON AS NON-EXECUTIVE CHAIRMAN OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EXTRAORDINARY GENERAL MEETING, AND FOR ALL NECESSARY STEPS TO BE TAKEN TO REMOVE HIM FROM ALL APPOINTMENTS WITH THE COMPANY, ITS SUBSIDIARIES AND ITS ASSOCIATES AND ITS INVESTEE COMPANIES;**
4. **THE PROPOSED REMOVAL OF MR LI MAN WAI AS INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EXTRAORDINARY GENERAL MEETING, AND FOR ALL NECESSARY STEPS TO BE TAKEN TO REMOVE HIM FROM ALL APPOINTMENTS WITH THE COMPANY, ITS SUBSIDIARIES AND ITS ASSOCIATES AND ITS INVESTEE COMPANIES; AND**
5. **THE REMOVAL OF ANY DIRECTORS OF THE COMPANY WHO MAY HAVE BEEN APPOINTED BETWEEN THE DATE OF THE REQUISITION NOTICE AND THE DATE OF THE EXTRAORDINARY GENERAL MEETING.**

---

## LETTER TO SHAREHOLDERS

---

### 1. INTRODUCTION

#### 1.1. Background

On 14 April 2019, the Company announced that it had on 12 April 2019 received a Requisition Notice dated 10 April 2019 from the Requisitioning Members, representing to be a special notice pursuant to Section 152 of the Act, seeking to serve as a requisition for the Directors to convene an EGM pursuant to Section 176 of the Act. The Requisitioning Members collectively held approximately 17.26% of the Shares of the Company as at 14 April 2019 and approximately 17.26% of the Shares as at the Latest Practicable Date.

#### 1.2. Purpose of this Notice

The Directors are convening the EGM to be held at SAFRA Toa Payoh, 293 Lor 6 Toa Payoh, Singapore 319387 on Thursday, 6 June 2019 at 2.00 p.m. to consider the proposals contained in the Requisition Letter from the Requisitioning Members, details of which are set out in this Notice of EGM. The purpose of this Notice is to provide Shareholders with information relating to the proposals to be tabled at the EGM.

The SGX-ST has not independently verified the contents of this Notice and assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Notice.

### 2. THE REQUISITION

2.1. As announced by the Company on 14 April 2019, the Company had on 12 April 2019 received a Requisition Notice dated 10 April 2019 from the Requisitioning Members, being members of the Company representing not less than 10% of the paid-up capital of the Company carrying voting rights at general meetings, requiring the Board to immediately proceed to convene an EGM pursuant to Section 176 of the Act. The object of the EGM as set out in the Notice of EGM is for the following ordinary resolutions to be passed pursuant to Section 152 of the Act:

- (a) that Mr Ku Vicente S. be removed as Director of the Company;
- (b) that Mr Lai Chik Fan be removed as Director of the Company;
- (c) that Mr Andrew Coulton be removed as Director of the Company;
- (d) that Mr Li Man Wai be removed as Director of the Company;
- (e) that any director(s) who may be appointed between the date of the Requisition Notice and the date of the Extraordinary General Meeting be removed as Director(s) of the Company.

2.2. Upon receipt of the Requisition Notice, the Company sent a copy of the said Notice to each and every of the Directors whom the Requisitioning Members have proposed to be removed as set out in the Notice.

2.3. As at the latest Practicable Date, the Company has not received any representations from any of these Directors.

2.4. The rationale for the requisition is detailed in the Requisition Notice as per the Appendix, on page 7, 8 and 9.

2.5. Shareholders are advised to carefully read in its entirety, the Requisition Notice as set out in the Appendix, which sets out the rationale for the Requisition, before deciding whether to vote for or against the proposals of the Requisitioning Members as set out therein and in the ordinary resolutions set out in the Notice of EGM.

---

## LETTER TO SHAREHOLDERS

---

### 3. EXTRAORDINARY GENERAL MEETING (EGM)

The EGM will be held at SAFRA Toa Payoh, 293 Lor 6 Toa Payoh, Singapore 319387 on Thursday, 6 June 2019 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolutions as set out in the Notice of EGM.

### 4. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend on their behalf are requested to complete, sign and return the proxy form attached to this Notice in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of the Company at 20 Collyer Quay #01-02 Singapore 049319 not less than 48 hours before the time fixed for holding the EGM. The completion and lodgment of the proxy form by a Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes.

However, any appointment of a proxy or proxies by such Shareholder shall be deemed to be revoked if the Shareholder attends the EGM 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 EGM.

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 at least 48 hours before the time fixed for holding the EGM.

### 5. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents may be inspected at the registered office of the Company at 20 Collyer Quay, #01-02 Singapore 049319 during normal business hours from the date hereof up to and including the date of the EGM:

- (a) The Constitution of the Company; and
- (b) The Requisition Notice.

Yours faithfully  
For and on behalf of the Board of Directors

Michael Kuan-Chi Sun  
Executive Director

---

## LETTER TO SHAREHOLDERS

---

### APPENDIX

10 April 2019

RECEIVED  
12 APR 2019

To: The Board of Directors  
NGSC Limited  
20 Collyer Quay #01-02  
Tung Centre,  
Singapore 049319

Dear Board of Directors,

- (1) Requisition to convene Extraordinary General meeting of NGSC Limited ("the Company") pursuant to Section 176 of the Companies Act (The Act)
- (2) Special Notice pursuant to 152(2) Read with section 182 of the Act

We the undersigned, holding in aggregate **1,112,850,389** ordinary shares of the Company as at date of this letter, comprising (a) 2,203,000 shares held by myself and (b) 1,110,647,389 shares held by Telemedia Pacific Group Limited.

Pursuant to section 176 of the Act, we being the holder of aggregate **1,112,850,389** ordinary shares of the Company and being holders of not less than 10% of the total numbers of paid-up shares of the Company carrying right of voting at general meeting as at the date of this requisition, require you to immediately proceed to convene an extraordinary general meeting of the Company ("EGM") to be held as soon as practicable but in any event not later than 2 months after receipt by the company of the requisition, for the purpose of considering and if deemed fit, passing with or without any modification, the following resolutions.

#### Ordinary Resolution 1

That Mr Ku Vicente S. be removed as Executive Director of the Company with effect from the date of this EGM, and for all necessary steps to be taken to remove him from all appointments with the Company, its subsidiaries and its associates and its investee Companies.

#### Ordinary Resolution 2

That Mr Lai Chik Fan Raymond be removed as Non-Executive Director of the Company with effect from the date of this EGM, and for all necessary steps to be taken to remove him from all appointments with the Company, its subsidiaries and its associates and its investee Companies.

#### Ordinary Resolution 3

That Mr Andrew Coulton be removed as Non-Executive Chairman of the Company with effect from the date of this EGM, and for all necessary steps to be taken to remove him from all appointments with the Company, its subsidiaries and its associates and its investee Companies.



---

## LETTER TO SHAREHOLDERS

---

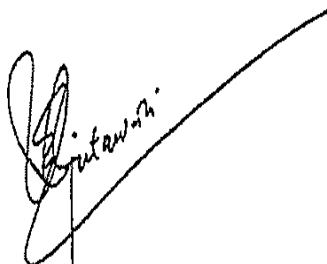
### Ordinary Resolution 4

That Mr Raymond Li Man Wai be removed as Independent Director of the Company with effect from the date of this EGM, and for all necessary steps to be taken to remove him from all appointments with the Company, its subsidiaries and its associates and its investee Companies.

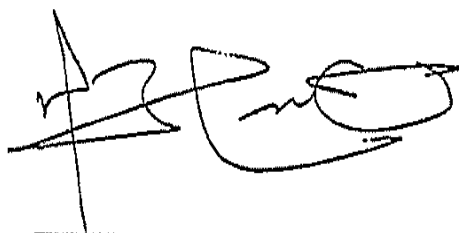
### Ordinary Resolution 5

That Any directors of the Company who may have been appointed between the date of this requisite notice and the date of this EGM be removed.

We have proposed the above resolutions for the interest of the Company and all shareholders and stakeholders, details of which can be found in the note set out at schedule 1 to this letter.



Mdm Sri Tjintawati Hartanto  
(2,203,000 Ordinary Shares)



Mr Hady Hartanto  
For and on behalf of  
Telemedia Pacific Group Limited  
(1,110,647,389 Ordinary shares)



---

## LETTER TO SHAREHOLDERS

---

### Schedule 1

#### 1. Vicente Ku

Was tasked by the board to develop business for the company but has underperformed the board's expectations. As a result, the group suffered from not having operating revenue for about 2 years.

Vicente also authorised payments out of NGSC Ltd without securing corresponding proportionate payments from Joint venture partner, Dongyi Management Ltd (Dongyi). Dongyi is a Seychelles registered company managed by non-exec Director Raymond Lai.

#### 2. Lai Chik Fan, Raymond.

He is management of Dongyi Management Ltd, the Joint venture partner of the abovementioned business diversification. Despite being a non-exec Director, he undertook due diligence work on a loan to a Hong Kong holding company JeeOne International Ltd, which purports to have business in China. However pursuant to the SGX announcement on 18 July 2018 regarding the statutory demand for RMB4.6 Million being sent, the loan has not been recoverable.

#### 3. Andrew Coulton.

Did not perform his duties as Chairman to supervise the activities of the CEO Vicente Ku despite taking up appointment in the Joint venture operations and failed to report to the board on regulatory issues.

#### 4. Li Man Wai.

He is an associate of Raymond Lai and both men had been on the board of Shanghai Zhendai Property Limited. As an Independent Director in the Audit Committee who despite being a practicing accountant based in Hong Kong and knowing the risks of Raymond Lai and Vicente Ku's business processes, he failed to provide checks and balance as an in-the-know Independent Director should.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

### NGSC LIMITED

(Company Registration Number 196400100R)  
(Incorporated in the Republic of Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of NGSC LIMITED (the “**Company**”) will be held at SAFRA Toa Payoh, 293 Lor 6 Toa Payoh, Singapore 319387 on Thursday, 6 June 2019 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions:

#### ORDINARY RESOLUTIONS

##### RESOLUTION 1

That Mr Ku Vicente S. be removed as Non-Executive Director of the Company with effect from the date of this EGM, and for all necessary steps to be taken to remove him from all appointments with the company, its subsidiaries and its associates and its investee companies.

##### RESOLUTION 2

That Mr Lai Chik Fan be removed as Non-Executive Director of the Company with effect from the date of this EGM, and for all necessary steps to be taken to remove him from all appointments with the company, its subsidiaries and its associates and its investee companies.

##### RESOLUTION 3

That Mr Andrew Coulton be removed as Non-Executive Chairman of the Company with effect from the date of this EGM, and for all necessary steps to be taken to remove him from all appointments with the company, its subsidiaries and its associates and its investee companies.

##### RESOLUTION 4

That Mr Li Man Wai be removed as Independent Director of the Company with effect from the date of this EGM, and for all necessary steps to be taken to remove him from all appointments with the company, its subsidiaries and its associates and its investee companies.

##### RESOLUTION 5

That Any directors of the Company who may have been appointed between the date of this requisition notice and the date of this EGM be removed.

By Order of the Board  
**NGSC Limited**

Michael Kuan-Chi Sun  
Executive Director  
15 May 2019

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

### Notes:

- (i) A member of the Company entitled to attend and vote at the EGM may appoint not more than two (2) proxies to attend and vote instead of him.
- (ii) Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- (iii) Intermediaries such as banks and capital markets services licence holders which provide custodial services and are members of the Company may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the member. Where such member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.
- (iv) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- (v) The instrument appointing a proxy must be deposited at the Registered Office of the Company at 20 Collyer Quay, #01-02, Singapore 049319, not less than 48 hours before the time appointed for holding the EGM.
- (vi) A Depositor's name must appear on the Depositor Register maintained by The Central Depositor (Pte) Limited as at 48 hours before the time fixed for holding the above Meeting in order for the Depositor to be entitled to attend and vote at the above EGM.

### Personal data privacy:

By 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 and its proxy(ies)'s or representative(s)'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, 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 express 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, (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iv) 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. You and your proxy and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

*This page has been intentionally left blank.*

**NGSC LIMITED**

(Registration No.: 196400100R)

(Incorporated in the Republic of Singapore)

**PROXY FORM****EXTRAORDINARY GENERAL MEETING****Personal data privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member is deemed to have accepted and agreed to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 15 May 2019.

"Personal data" in the proxy form has the same meaning as "personal data" in the Personal Data Protection Act 2012 ("PDPA"), which includes your and your proxy's and/or representative's name, address and NRIC/Passport No.

I/We\*, \_\_\_\_\_ (Name) NRIC/Passport No.\* \_\_\_\_\_ of  
 \_\_\_\_\_ (Address)

being a shareholder/shareholders of **NGSC LIMITED** (the "Company") hereby appoint:

Name	NRIC/Passport Number	Proportion of Shareholdings	
		Number of Shares	%
Address			

Name	NRIC/Passport Number	Proportion of Shareholdings	
		Number of Shares	%
Address			

or failing him/her, the Chairman of the Extraordinary General Meeting (the "EGM") of the Company as my/our\* proxy/proxies\* to attend and to vote for me/us\* on my/our\* behalf at the EGM of the Company to be held at SAFRA Toa Payoh, 293 Lor 6 Toa Payoh, Singapore 319387 on Thursday, 6 June 2019 at 2.00 p.m., and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/their discretion.

	Please tick here if more than two proxies will be appointed (Please refer to note 3). This is only applicable for intermediaries such as banks and capital markets services licence holders which provide custodial services.
--	---

S.No.	Ordinary Resolutions	No. of Votes For***	No. of Votes Against***
1.	Removal of Mr Ku Vicente S. as director of the Company		
2.	Removal of Mr Lai Chik Fan as director of the Company		
3.	Removal of Mr Andrew Coulton as director of the Company		
4.	Removal of Mr Li Man Wai as director of the Company		
5.	Removal of any directors of the Company who may have been appointed between the date of the Requisition Notice and the date of the EGM		

\* Delete accordingly

\*\* If you wish to exercise all your votes "For" or "Against", please indicate with a tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this \_\_\_\_ day of \_\_\_\_\_ 2019

Total Number of Shares in:	Number of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Shareholder(s) or Common Seal

**IMPORTANT: PLEASE READ NOTES OVERLEAF**



**Notes:**

1. Please insert the total number of 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 or any statutory modification thereof, as the case may be), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. A member of the Company who is not a relevant intermediary (as defined below) is entitled to appoint not more than two proxies to attend and vote at an EGM of the Company. Where such member appoints more than one proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy. If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
3. A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at an EGM of the Company, 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 Proxy Form. In such event, the relevant intermediary shall submit a list of its proxies together with the information required in this proxy form to the Company.

**“relevant intermediary”** means:

- (i) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds shares in that capacity; or
  - (iii) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 20 Collyer Quay #01-02, Singapore 049319 not less than 48 hours before the time appointed for the EGM.
  5. A proxy need not be a member of the Company.
  6. The instrument appointing a proxy or proxies must be under the hand of the appointor or his/her 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 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. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
  9. The submission of an instrument or form appointing a proxy by a member does not preclude him/her from attending and voting in person at the EGM if he/she so wishes.
  10. The Company shall be entitled to reject the instrument appointing a proxy or proxies 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 or proxies. In addition, in the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument of proxy lodged if such member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register 48 hours before the time appointed for holding the EGM, as certified by the Depository to the Company.

---

Affix  
Postage  
stamp

**NGSC Limited**  
20 Collyer Quay  
#01-02  
Singapore 049319

---

