

CIRCULAR DATED 21 AUGUST 2015

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

This Circular is issued by Hiap Hoe Limited (the “**Company**”). If you are in any doubt as to the course of action you should take, you should consult your bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of the Company, you should immediately forward this Circular, the notice of EGM and the attached Proxy Form to the purchaser or the transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected, for onward transmission to the purchaser or the transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



**HIAP HOE LIMITED**

Company Registration Number 199400676Z  
(Incorporated in the Republic of Singapore)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO**

**THE PROPOSED CHANGE OF AUDITORS**

**IMPORTANT DATES AND TIMES:**

Last date and time for lodgement of Proxy Form	:	5 September 2015 at 11.00 a.m.
Date and time of Extraordinary General Meeting	:	7 September 2015 at 11.00 a.m.
Place of Extraordinary General Meeting	:	Ramada Singapore At Zhongshan Park, 16 Ah Hood Road, Zhongshan Room Level 2, Singapore 329982

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## DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Circular:

<b>“AGM”</b>	:	Annual general meeting of the Company
<b>“Audit Committee”</b>	:	The audit committee of the Company comprising Mr Chan Boon Hui, Mr Ronald Lim Cheng Aun and Mr Koh Kok Heng, Leslie
<b>“Auditors”</b>	:	The auditors of the Company
<b>“Board”</b>	:	The board of Directors of the Company as at the date of this Circular
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Circular”</b>	:	This circular to Shareholders dated 21 August 2015
<b>“Companies Act”</b>	:	Companies Act (Chapter 50) of Singapore, as amended or modified from time to time
<b>“Company”</b>	:	Hiap Hoe Limited
<b>“Directors”</b>	:	The directors of the Company as at the date of this Circular
<b>“EGM”</b>	:	Extraordinary general meeting of the Company
<b>“EY”</b>	:	Ernst & Young LLP, having its registered office at One Raffles Quay, North Tower Level 18, Singapore 048583
<b>“FKT”</b>	:	Foo Kon Tan LLP, having its registered office at 47 Hill Street #05-01, Singapore 179365
<b>“FY”</b>	:	Financial year ended or ending 31 December
<b>“Group”</b>	:	The Company and its subsidiaries as at the date of this Circular
<b>“Listing Manual”</b>	:	The listing manual of the SGX-ST, as amended or modified from time to time
<b>“month”</b>	:	A calendar month
<b>“Proposed Change of Auditors”</b>	:	The proposed change of Auditors from EY to FKT
<b>“Proxy Form”</b>	:	This proxy form in respect of the EGM as set out in this Circular
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited
<b>“Shareholders”</b>	:	The registered holders of the Shares, except where the registered depositor is CDP, the term “Shareholders” shall, where the context admits, mean the Depositors whose securities accounts are credited with the Shares
<b>“Shares”</b>	:	Fully paid ordinary shares in the capital of the Company

The terms “Depositor”, “Depository Agent” and “Depository Register” shall have the same meanings ascribed to them, respectively, in Section 130A of the Companies Act. The term “subsidiary” shall have the same 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.

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

Any reference in this Circular to any 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 Listing Manual or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning ascribed to it under the Companies Act, the Listing Manual or any statutory modification thereof, as the case may be.

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.

# LETTER TO SHAREHOLDERS

## HIAP HOE LIMITED

Company Registration Number 199400676Z  
(Incorporated in the Republic of Singapore)

### Directors:

Mr Teo Ho Beng (Executive Chairman/Chief Executive Officer)  
Mr Teo Ho Kang, Roland (Managing Director)  
Ms Wun May Ling Tracy (Executive Director)  
Mr Chan Boon Hui (Lead Independent, Non-Executive Director)  
Mr Ronald Lim Cheng Aun (Independent, Non-Executive Director)  
Mr Koh Kok Heng, Leslie (Independent, Non-Executive Director)

### Registered Office:

18 Ah Hood Road  
#13-51 Hiap Hoe Building  
At Zhongshan Park  
Singapore 329983

21 August 2015

**To: The Shareholders of Hiap Hoe Limited**

Dear Sir/Madam

## THE PROPOSED CHANGE OF AUDITORS

### 1. INTRODUCTION

The Board is proposing to convene an EGM to seek approval from the Shareholders for the Proposed Change of Auditors, the rationale for which is set out in detail in paragraph 2 below.

The purpose of this Circular is to provide Shareholders with information pertaining to the Proposed Change of Auditors, and to seek Shareholders' approval in respect of the same at the EGM to be held on 7 September 2015 at 11.00 a.m. at Ramada Singapore At Zhongshan Park, 16 Ah Hood Road, Zhongshan Room Level 2, Singapore 329982, the notice of which is set out on pages 7 and 8 of this Circular.

### 2. THE PROPOSED CHANGE OF AUDITORS

#### 2.1 Background and Rationale

EY has been the Auditors since FY2003. As stated in the Company's FY2014 Annual Report, EY had communicated to the Company of its intention not to seek re-appointment as Auditors at the AGM held on 27 April 2015. The Directors are of the view that it would be timely to effect a change in Auditors for the enlarged business of the Group in the interest of good corporate governance as well as cost benefits to the Company. In addition, the Directors are of the view that the Proposed Change of Auditors would enable the Company to benefit from fresh perspectives and views of another professional audit firm and thus further enhance the value of the audit.

The Board, having reviewed the audit engagement proposal of FKT and following a review of the factors mentioned in paragraph 2.4 below, are of the opinion that FKT is best suited to meet the existing needs and audit requirements of the Group and is a more cost-effective candidate.

FKT had, on 13 May 2015, given its written consent to be appointed as Auditors of the Company, subject to Shareholders' approval at the EGM to be held on 7 September 2015.

The resignation of EY and the appointment of FKT will take effect upon approval of the Shareholders at the EGM. If the appointment of FKT is approved by the Shareholders, they will hold office until the conclusion of the next AGM.

#### 2.2 Information on FKT and the audit engagement partner

Established in 1968, FKT has advanced from a traditional public accounting firm to one delivering a full range of services tailored to the needs of privately held businesses and public interest entities. FKT has experience in both the private and public sectors across a variety of industries, ranging from real estate and construction, food and beverage, hospitality and tourism, entertainment and

energy markets, to the financial and education services. In addition, many of FKT's clients are listed on the SGX-ST as well as in other international capital markets. For more information about FKT, please visit [www.fookontan.com](http://www.fookontan.com).

Mr Kon Yin Tong ("**Yin Tong**") will be the audit engagement partner assigned to the audit of the Company.

Yin Tong has more than 25 years of experience in the public accounting profession, providing audit services to a broad range of clients including those in manufacturing, construction and real estate, and tourism and hospitality. Prior to joining FKT in 1994, Yin Tong started his career in various big four accounting firms in London and Singapore.

Yin Tong is a Fellow of the Institute of Chartered Accountants in England & Wales (ICAEW) as well as a Fellow of the Institute of Singapore Chartered Accountants (ISCA). He is the audit committee chair and a board member of the Singapore Totalisator Board (Tote Board), an audit committee member of the Singapore Academy of Law (SAL), the audit committee chair and a Council Member of the Singapore Sports Council, and a board member of the Singapore Accountancy Commission.

### 2.3 Opinion of the Audit Committee

The Audit Committee has reviewed and deliberated on the Proposed Change of Auditors, and after taking into consideration the suitability of FKT and compliance with the Listing Manual, has recommended the Proposed Change of Auditors.

### 2.4 Opinion of the Directors

The Directors have taken into account the Audit Committee's recommendation and considered the following factors:

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

and are of the opinion that FKT will be able to meet the audit requirements of the Group under Rule 712 of the Listing Manual.

Accordingly, the Directors recommend the appointment of FKT as the Auditors in place of EY.

### 2.5 Rule 1203(5) of the Listing Manual

In accordance with Rule 1203(5) of the Listing Manual, the Company confirms that:

- (a) there were no disagreements with EY on accounting treatments within the last 12 months;
- (b) it 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;
- (c) the specific reasons for the Proposed Change of Auditors are as disclosed in paragraph 2.1 above; and
- (d) it is in compliance with Rule 712 and Rule 715 of the Listing Manual in relation to the appointment of FKT.

In accordance with Rule 1203(5) of the Listing Manual, EY has confirmed to FKT, by way of their letter dated 30 April 2015, that it is not aware of any professional or other reason why FKT should not accept the appointment as the Auditors.

## 2.6 Rules 715 and 716 of the Listing Manual

Following and subject to the approval of the Shareholders for the Proposed Change of Auditors, FKT will become the auditors of the Company and of such subsidiaries of the Company in place of EY.

EY will continue to be appointed by the Company to audit Meteorite Group Pte. Ltd. (formally known as Meteorite (Australia) Pte. Ltd.) ("**Meteorite**"), a wholly owned Singapore-incorporated subsidiary of the Company, and the Group entities incorporated in Australia held by Meteorite. The current auditors of the following Group entities incorporated in Australia held by Meteorite are set out below:

S/n	Name of entity	Country of incorporation	Name of audit firm
1.	Meteorite Land Pty Ltd	Australia	Ernst & Young (Australia)
2.	Meteorite Property (Lonsdale Street) Pty Ltd <i>(trustee of Meteorite Property (Lonsdale Street) Unit Trust)</i>	Australia	Ernst & Young (Australia)
3.	Meteorite Property (Lonsdale Street) Unit Trust	Australia	Ernst & Young (Australia)
4.	Meteorite Property (Bourke Street) Pty Ltd <i>(trustee of Meteorite Property (Bourke Street) Unit Trust)</i>	Australia	Ernst & Young (Australia)
5.	Meteorite Property (Bourke Street) Unit Trust	Australia	Ernst & Young (Australia)
6.	Meteorite Land (Pearl River) Pty Ltd <i>(trustee of Meteorite Property (Pearl River) Unit Trust)</i>	Australia	Ernst & Young (Australia)
7.	Meteorite Land (Pearl River) Unit Trust	Australia	Ernst & Young (Australia)
8.	Meteorite Property (Stirling Street) Pty Ltd	Australia	Ernst & Young (Australia)
9.	Meteorite Development Pty Ltd	Australia	Ernst & Young (Australia)
10.	Meteorite Development (Pearl River) Pty Ltd	Australia	Ernst & Young (Australia)
11.	Meteorite Development (Lonsdale Street) Pty Ltd	Australia	Ernst & Young (Australia)

The Board and the Audit Committee of the Group are satisfied that the appointment of different audit firms as aforementioned would not compromise the standard and effectiveness of the audit of the Company.

### 3. **AUDIT COMMITTEE'S RECOMMENDATION**

The Audit Committee has reviewed and deliberated on the Proposed Change of Auditors and recommends the same for approval after having satisfied itself of the suitability of FKT and the requirements of the Listing Manual.

### 4. **DIRECTORS' RECOMMENDATION**

The Board, having considered the rationale and benefit of the Proposed Change of Auditors, is of the opinion that the Proposed Change of Auditors is in the best interests of the Company. Accordingly, the Board unanimously recommends that the Shareholders vote in favour of the Ordinary Resolution in respect of the Proposed Change of Auditors at the EGM.

### 5. **EXTRAORDINARY GENERAL MEETING**

The EGM, notice of which is set out on pages 7 and 8 of this Circular, will be held on 7 September 2015 at 11.00 a.m. at Ramada Singapore At Zhongshan Park, 16 Ah Hood Road, Zhongshan Room Level 2, Singapore 329982, for the purpose of considering, and if thought fit, passing (with or without any modification) the Ordinary Resolution set out in the notice of EGM.

## **6. ACTION TO BE TAKEN BY SHAREHOLDERS**

### **6.1 Appointment of proxies**

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote at the EGM on their behalf will find attached to this Circular, a 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 registered office of the Company not less than 48 hours before the time fixed for the EGM. The completion and lodgement of the Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he finds that he is able to do so.

### **6.2 When Depositor regarded as Shareholder**

A Depositor will 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 as at 48 hours before the EGM.

## **7. DIRECTORS' RESPONSIBILITY STATEMENT**

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

## **8. DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents may be inspected at 18 Ah Hood Road, #13-51 Hiap Hoe Building At Zhongshan Park, Singapore 329983 during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Memorandum and Articles of Association of the Company;
- (b) the letter from EY dated 7 April 2015, setting out their resignation as Auditors;
- (c) the professional clearance letter issued by EY to FKT dated 30 April 2015;
- (d) the letter of consent to act as Auditors from FKT dated 13 May 2015; and
- (e) the Annual Report of the Company for FY2014.

Yours faithfully  
For and on behalf of  
the Board of Directors of  
**HIAP HOE LIMITED**

Teo Ho Beng  
Executive Chairman / Chief Executive Officer  
21 August 2015

**HIAP HOE LIMITED**  
Company Registration Number 199400676Z  
(Incorporated in the Republic of Singapore)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of HIAP HOE LIMITED (the “**Company**”) will be held on 7 September 2015 at 11.00 a.m. at Ramada Singapore At Zhongshan Park, 16 Ah Hood Road, Zhongshan Room Level 2, Singapore 329982 for the purpose of considering and, if thought fit, passing with or without modifications, the following Ordinary Resolution:

*Unless otherwise defined, all terms defined in this Notice of EGM shall have the same meanings as those defined or construed in the Circular dated 21 August 2015 (the “**Circular**”) issued by the Company to the Shareholders.*

**ORDINARY RESOLUTION - THE PROPOSED CHANGE OF AUDITORS FROM ERNST & YOUNG LLP TO FOO KON TAN LLP**

THAT, approval be and is hereby given:

Foo Kon Tan LLP (“**FKT**”) be hereby appointed as the auditors of the Company in place of Ernst & Young LLP (“**EY**”) to hold office until the conclusion of the next AGM of the Company at a fee and on such terms to be agreed between the Directors and FKT (the “**Proposed Change of Auditors**”).

The Directors and each of them be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or this Resolution.

[See Explanatory Notes to Shareholders]

**By Order of the Board**

Wong Yoen Har  
Company Secretary

Singapore  
21 August 2015

**Explanatory Notes to Shareholders:**

1. EY has confirmed that it is not aware of any professional reasons why FKT, being the new Auditors, should not accept appointment as Auditors;
2. the Board confirms that there were no disagreements with EY on accounting treatments within the last 12 months from the date of this Circular;
3. the Board confirms 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;
4. EY has expressed that they would not be seeking re-appointment as Auditors at the AGM held on 27 April 2015 as the Directors are of the view that it would be timely to effect a change in Auditors for the enlarged business of the Group in the interest of good corporate governance as well as cost benefits to the Company. In addition, the Directors are of the view that the Proposed Change of Auditors would enable the Company to benefit from fresh perspectives and views of another professional audit firm and thus further enhance the value of the audit; and
5. the Board confirms that it has complied with Listing Manual Rules 712, 715 and 716 in relation to the Proposed Change of Auditors.

**Notes:**

1. A member of the Company ("**Member**") entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf. A proxy need not be a Member of the Company.
2. The instrument appointing a proxy or proxies that has been executed by a Member, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), must be lodged at the registered office of the Company at 18 Ah Hood Road, #13-51 Hiap Hoe Building At Zhongshan Park, Singapore 329983, not less than 48 hours before the time appointed for the EGM. The sending of a Proxy Form by a Member does not preclude him from attending and voting in person at the EGM if he finds that he is able to do so. In such event, the relevant Proxy Forms will be deemed to be revoked.
3. **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, or by attending the EGM, a Member (a) consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, 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**"), (b) 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 (c) 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. In addition, by attending the EGM and/or any adjournment thereof, a Member consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents) for any of the Purposes.

# HIAP HOE LIMITED

Company Registration Number 199400676Z  
(Incorporated in the Republic of Singapore)

**Important:**

1. For investors who have used their CPF monies to buy shares in the capital of Hiap Hoe Limited, this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF Investors who wish to attend the EGM as OBSERVERS have to submit their requests through their CPF Approved Nominees so that their Agent Banks may register with the Company Secretary of Hiap Hoe Limited within the time frame specified. If they also wish to vote, they must submit their voting instructions to the CPF Approved Nominees within the time frame specified to enable them to vote on their behalf.

## PROXY FORM

I/We\* \_\_\_\_\_ (Name)

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

being a Member/Members\* of Hiap Hoe Limited (the "Company") hereby appoint:

Name	NRIC/Passport Number	Proportion of Shareholdings %
Address		

and/or failing him/her (delete as appropriate):

Name	NRIC/Passport Number	Proportion of Shareholdings %
Address		

or failing him, the Chairman of the EGM as my/our proxy/proxies, to attend and vote for me/us on my/our behalf and, if necessary, to demand a poll at the EGM to be held on 7 September 2015 at 11.00 a.m. at Ramada Singapore At Zhongshan Park, 16 Ah Hood Road, Zhongshan Room Level 2, Singapore 329982, and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion.

	To be used in a Poll	
	No. of Votes For*	No. of Votes Against*
<b>Ordinary Resolution</b> To approve the change of auditors of the Company from Ernst & Young LLP to Foo Kon Tan LLP		

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015

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



\_\_\_\_\_  
Signature(s) of shareholder(s) or  
Common Seal of corporate shareholder

**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 130A of the Companies Act (Chapter 50) 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 the Depository Register and shares registered in your name in 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 entitled to attend and vote at a meeting of the Company is entitled to appoint one (1) or two (2) proxies to attend and vote on his behalf. Where a Member appoints two proxies, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of the proxy. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as alternate to the first named or at the Company's option to treat the instrument of proxy as invalid.
3. The instrument appointing the proxy or proxies must be deposited at the registered office of the Company at 18 Ah Hood Road, #13-51 Hiap Hoe Building At Zhongshan Park, Singapore 329983, not less than 48 hours before the time appointed for the EGM.
4. The instrument appointing the proxy or proxies must be under the hand of the appointor or of 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 seal or under the hand of an officer or attorney duly authorised.
5. Where the instrument appointing a proxy is signed by an attorney, the letter or power of attorney or other authority, if any, or a duly certified copy thereof shall (failing previous registration with the Company), if required by law, be stamped and be deposited at the registered office of the Company, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
6. 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 EGM, in accordance with section 179 of the Companies Act (Chapter 50) of Singapore.

**General:** The sending of a Proxy Form by a Member does not preclude him from attending and voting in person at the EGM if he finds that he is able to do so. In such event, the relevant Proxy Forms will be deemed to be revoked. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or 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 Members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such Members are not shown to have shares entered against their names in the Depository Register as at 48 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

**Personal Data Privacy:**

By 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 EGM.