

**CIRCULAR DATED 10 JANUARY 2022**

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

**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 advisers immediately.**

If you have sold or transferred all your shares in the capital of AGV Group Limited ("**Company**"), you should immediately inform the purchaser or transferee or bank, stockbroker or agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Circular (together with the Notice of EGM and accompanying Proxy Form) may be accessed via (i) SGXNET at <https://www.sgx.com/securities/company-announcements>, (ii) the following URL: <https://complete-corp.com/agv-egm/>, and (iii) (if available) the Company's website.

This Circular, the Notice of EGM and the accompanying Proxy Form has been made available on SGXNET and/or the Company's website. **A printed copy of this Circular will NOT be despatched to Shareholders.**

This Circular has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

## **AGV GROUP LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 201536566H)

### **CIRCULAR TO SHAREHOLDERS**

#### **IN RELATION TO**

- (1) The appointment of Lim Theng Theam as a Director of the Company**
- (2) The appointment of Danny Ong Soo Yong as a Director of the Company**
- (3) The appointment of Hau Khee Wee as a Director of the Company**
- (4) The removal of Choong Yoon Fatt as a Director of the Company**
- (5) The removal of Wee Meng Seng Aloysius as a Director of the Company**

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

Last date and time to pre-register online to attend the EGM	:	23 January 2022 at 1.00 p.m.
Last date and time for lodgment of Proxy Form	:	23 January 2022 at 1.00 p.m.
Date and time of EGM	:	26 January 2022 at 1.00 p.m.
Place of EGM	:	The EGM will be held by way of electronic means. Please refer to Sections 3 and 4 of this Circular for further details.

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## CORPORATE INFORMATION

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<b>Board of Directors</b>	Chong Kwang Shih (Lead Independent Director) Stanley Choong Yoon Fatt (Independent Director) Aloysius Wee (Independent Director)
<b>Company Secretary</b>	Lim Kok Meng
<b>Registered Office</b>	22 Benoi Road Singapore 629892
<b>Share Registrar and Share Transfer Office</b>	<b>Boardroom Corporate &amp; Advisory Services Pte. Ltd.</b> 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623
<b>Sponsor</b>	<b>Hong Leong Finance Limited</b> 16 Raffles Quay #01-05 Hong Leong Building Singapore 048581
<b>Auditors</b>	<b>Mazars LLP</b> 135 Cecil Street #10-01 Singapore 069536

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## DEFINITIONS

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

"Board"	:	The board of directors of the Company
"Business Day"	:	A day (other than a Saturday, Sunday or a public holiday) on which commercial banks in Singapore are open for business
"Catalist"	:	Catalist, the sponsor-supervised listing platform of the SGX-ST
"Catalist Rules"	:	Section B: Rules of Catalist of the Listing Manual of the SGX-ST
"Companies Act"	:	The Companies Act 1967, as amended, modified or supplemented from time to time
"Company"	:	AGV Group Limited
"Directors"	:	The directors of the Company as at the date of this Circular, and each a "Director"
"EGM"	:	The extraordinary general meeting of the Company to be held by way of electronic means on 26 January 2022 at 1.00 p.m., notice of which is set out on page N-1 of this Circular
"Group"	:	The Company and its subsidiaries
"Notice of EGM"	:	The notice of EGM which is set out on page N-1 of this Circular
"Proposed Directors"	:	The new Directors proposed to be appointed to the Company, namely, Lim Theng Theam, Danny Ong Soo Yong and Hau Khee Wee
"Requisitioning Shareholders"	:	(i) Cai, Qichang, (ii) Cai, Rongzun, and (iii) Tor Teck Gee
"SFA"	:	The Securities and Futures Act 2001, as amended, modified or supplemented from time to time
"Shares"	:	Ordinary shares in the capital of the Company
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"Shareholders"	:	Holders of Shares as indicated on the Register and Depositors who have Shares entered against their names in the Depository Register
"S\$" and "cents"	:	Singapore dollars and cents, respectively, being the lawful currency for the time being of the Republic of Singapore
"%" or "per cent."	:	Per centum or percentage

The terms "**Depositor**" and "**Depository Register**" shall have the 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.

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## DEFINITIONS

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Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons, where applicable, 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 enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA, the Catalist Rules or any modification thereof and used in this Circular shall, where applicable, have the meaning assigned to that word under the Companies Act, the SFA, the Catalist Rules or that modification, as the case may be.

Any reference to a time of day or date in this Circular shall be a reference to a time of day or date, as the case may be, in Singapore unless otherwise specified.

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

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## LETTER TO SHAREHOLDERS

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### AGV GROUP LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 201536566H)

10 January 2022

To: Shareholders of the Company

Dear Sir/Madam

#### 1. INTRODUCTION

##### 1.1 Extraordinary General Meeting

The Requisitioning Shareholders are calling an EGM to seek Shareholders' approval for:

- (a) the appointment of Lim Theng Theam as a Director of the Company;
- (b) the appointment of Danny Ong Soo Yong as a Director of the Company;
- (c) the appointment of Hau Khee Wee as a Director of the Company;
- (d) the removal of Choong Yoon Fatt as a Director of the Company; and
- (e) the removal of Wee Meng Seng Aloysius as a Director of the Company.

##### 1.2 Circular

The purpose of this Circular is to provide Shareholders with relevant information relating to, and to seek Shareholders' approval for the aforementioned matters.

Shareholders' approval will be sought at the EGM to be convened and held, notice of which is set out on page N-1 of this Circular.

#### 2. THE PROPOSED RESOLUTIONS

##### 2.1 Notice given to call for an EGM

As announced by the Company on 14 December 2021, the Requisitioning Shareholders gave notice dated 13 December 2021 to the Company of their intention to call an extraordinary general meeting of the Company pursuant to section 177 of the Companies Act for the purpose of considering and, if thought fit, passing with or without modifications, *inter alia*, the following resolutions:

- (a) the appointment of Lim Theng Theam as a Director of the Company;
- (b) the appointment of Danny Ong Soo Yong as a Director of the Company;
- (c) the appointment of Hau Khee Wee as a Director of the Company;
- (d) the removal of Choong Yoon Fatt as a Director of the Company; and
- (e) the removal of Wee Meng Seng Aloysius as a Director of the Company.

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## LETTER TO SHAREHOLDERS

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Shareholders are advised to refer to the full text of the announcement by the Company on 14 December 2021, which is available on SGXNET, for further details.

### 2.2 Reasons for the Proposed Resolutions

2.2.1 The reasons for the Proposed Resolutions are as follows:

- (a) The Company has had trading in its shares suspended since 24 November 2021, is facing material uncertainty as to its going concern, has received multiple letters of demand and there does not appear to be any concrete steps taken to resolve its difficulties. This is extremely detrimental to current shareholders, who many end up with an absolute write-off of their investment, unless more capable hands are brought on board to steer the Company towards financial viability and resumption of trading. The current Directors, Choong Yoon Fatt and Wee Meng Seng, have basically lost our confidence, and it is our statutory right under the Companies Act to remove them.
- (b) The developments of the Company and the deteriorating value of their shares is very concerning. The board of directors of the Company and management have not demonstrated requisite ability in managing and addressing the risks and significant uncertainties brought on by the COVID-19 pandemic and this has and will continue to adversely affect the performance of the Company in the long run. It is time to take action and seek to instil confidence in the Company by convening the EGM to reconstitute the board of directors and to boost leadership and strength. This is especially critical as the Company navigates through particularly challenging times during the COVID-19 pandemic.
- (c) As such, we have put forth for the Shareholders' consideration the working and business experience of the Proposed Directors whom we think are well-equipped to steer the Group forward and whose appointment we have put forth for Shareholders' consideration.

#### Information on the Proposed Directors

**Hau Khee Wee ("Mr Hau")** is a Professional Accountant with more than 20 years of senior finance leadership experience in manufacturing, healthcare, pharmaceutical and tech companies.

Mr Hau is presently Chief Financial Officer, and from October 2019 to February 2021 was the Group Financial Controller, for Yifan International and Scigen Pte. Ltd., which are respectively the international headquarters for the overseas businesses of, and global commercial arm of Yifan Pharmaceutical Company Limited, a public company listed on the Shenzhen Stock Exchange.

Mr Hau is also currently the Lead Independent Director, Chairman of Audit Committee, and a member of the Remuneration and Nominating Committees, for China Kunda Technology Holdings Limited, a China based plastic injection moulding company listed on Catalist. He is also presently an Independent Director, Chairman of Nominating and Remuneration Committees, and a member of the Audit Committee, for Imperium Crown Limited, a property investment and development group listed on Catalist. Additionally, Mr Hau is currently a Management Board member and Vice President of Audit Committee for Bioton S.A., a pharmaceutical company listed on the Warsaw Stock Exchange.

Prior to Yifan International and Scigen Pte. Ltd., between 2018 to 2019, Mr Hau was the Finance Director of Go Game Pte. Ltd., a mobile gaming startup with operations in Singapore.

Mr Hau started his career as an Auditor in Ernst & Young. From 2004 to 2007, Mr Hau was the Company Secretary and Finance Manager for Zhongguo Powerplus Industries Limited, a China based agricultural and gardening equipment manufacturer which was

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## LETTER TO SHAREHOLDERS

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previously listed on the SGX-ST. Between 2007 to 2016, Mr Hau was Executive Director and Chief Financial Officer for China Kunda Technology Holdings Limited. From 2016 to 2018, Mr Hau was the Financial Controller, Greater China for Fullerton Healthcare Corporation Limited, a vertically integrated healthcare platform in Asia Pacific.

Mr Hau graduated from Nanyang Technological University in 2000 with a Bachelor of Accountancy. He is currently a Singapore Chartered Accountant, and was a Singapore Certified Public Accountant between 2004 to 2013.

**Lim Theng Theam ("Mr Lim")** has more than 20 years of senior management experience in the automotive, manufacturing, and audit sectors.

Mr Lim is presently the Chief Executive Officer, and from 2002 to 2009, was the Chief Financial Officer, of Aing Hing Group, an automotive company that designs and manufactures parts and accessories for Malaysian automotive manufacturers, importers, exporters, wholesalers, and retailers. During this period, Mr Lim was also involved in businesses outside of Aing Hing Group, which included international commodities trading, advisory on optometry chain structuring, real estate agency services, and business consultancy.

Mr Lim began his career in the accounting and finance industry in 1996 with Kassim Chan & Co. (currently known as Deloitte Malaysia) in the audit department. Between 1997 to 2002, Mr Lim was Head of Finance for DMS Group, and was responsible for financial and management reporting, budgeting, regulatory and financial controls, risk management, and process improvement. The DMS Group of companies manufactures moulding systems and peripheral equipment, designs and builds automated machines, manufactures precision tools, and provides components and engineering services for the semiconductor industry.

Mr Lim graduated from Deakin University, Australia in 1996 with a Bachelor of Commerce (Accounting and Finance, Economics and Management).

**Danny Ong Soo Yong ("Mr Ong")** has nine years of accounting and finance experience in audit firms and tech companies.

Mr Ong is presently Managing Partner, Singapore and Malaysia, for GDPS International, a professional services company that provides accounting, tax, company secretary and advisory matters in Singapore and Malaysia. He is also currently the Chief Executive Officer, Malaysia, for TactLink Sdn Bhd, a smart-directory mobile application.

From April 2020 to February 2021, Mr Ong was the Chief Operating Officer and Finance Director of Jagole Pte. Ltd.. His responsibilities included participating in product enhancement conversation and influencing the product roadmap to build a competitive product offering. Mr Ong also drove tender submissions and participated in business development strategy and meetings, formulating, and executing business strategy together with Jagole Pte. Ltd.'s Board of Directors and CEO. He also handled investment, fundraising, and due diligence matters from investors, and managed reporting to the Executive Committee and Board of Directors. Mr Ong provided advice on Jagole Pte. Ltd.'s finance management and led all audits, working closely with external auditors.

Between May 2019 to February 2020, Mr Ong was an Audit Senior with Ernst & Young Singapore, and was responsible for establishing audit planning, audit strategy, and supervising the audit progress to ensure deadlines are met. He also advised clients on relevant accounting treatments and provided additional guidance on new accounting standards, as well as reviewed internal controls. Mr Ong worked with clients in the manufacturing, education, and medical sectors.

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## LETTER TO SHAREHOLDERS

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From November 2014 to March 2019, Mr Ong was an Audit Team Lead for RSM Chio Lim, an accounting and advisory firm. He led the statutory audits for clients listed on the SGX main board and performed audit procedures and issued audit opinions in the Annual Financial Reports of clients to comply with listing rules. Mr Ong also reviewed the annual announcements of clients that were to be published on the SGX and at group level consolidated accounts.

Mr Ong began his career at YM Kew & Co./CA Practice Pac, an audit and assurance company, in February 2013.

Mr Ong graduated from Sheffield Hallam University in 2011 with a Bachelor of Arts (Honours) in Accounting and Finance. He also graduated from Tunku Abdul Rahman University College in 2010 with a Diploma and Advance Diploma in Business Studies majoring in Accounting.

2.2.2 In the circumstances, the Requisitioning Shareholders are calling an EGM to seek Shareholders' approval for:

- (a) the appointment of Lim Theng Theam as a Director of the Company;
- (b) the appointment of Danny Ong Soo Yong as a Director of the Company;
- (c) the appointment of Hau Khee Wee as a Director of the Company;
- (d) the removal of Choong Yoon Fatt as a Director of the Company; and
- (e) the removal of Wee Meng Seng Aloysius as a Director of the Company.

2.2.3 Shareholders are advised to refer to the full text of the statements in support of the Proposed Resolutions set out in Annex A to this Circular for further details.

### **2.3 Information relating to the Proposed Directors as set out in Appendix 7F of the Catalist Rules**

Pursuant to Catalist Rule 720(5), when a candidate is proposed to be appointed for the first time to the board at a general meeting, the issuer shall provide the information relating to the candidate as set out in Appendix 7F of the Catalist Rules in the notice of general meeting, the annual report or the relevant circular distributed to shareholders prior to the general meeting. The information relating to the Proposed Directors as set out in Appendix 7F of the Catalist Rules is disclosed in **Annex A** to this Circular.

## **3. EXTRAORDINARY GENERAL MEETING**

The EGM, notice of which is set out on page N-1 of this Circular, will be held by way of electronic means on the date and at the time as set out in the Notice of EGM for the purpose of considering and if thought fit, passing, with or without any modification, the Proposed Resolutions set out in the Notice of EGM.

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

### **4.1 Date, Time and Conduct of EGM**

Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the EGM will be held by way of electronic means on 26 January 2022 at 1.00 p.m. for the purpose of considering and if thought fit, passing, with or without any modification, the Proposed Resolutions set out in the Notice of EGM.



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## LETTER TO SHAREHOLDERS

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### 4.2 Notice of EGM, Circular and Proxy Form

Printed copies of the Notice of EGM, this Circular and the Proxy Form will **not** be sent to Shareholders.

Instead, the Notice of EGM, this Circular and the Proxy Form may be accessed via (i) SGXNET at <https://www.sgx.com/securities/company-announcements>, (ii) the following URL: <https://complete-corp.com/agv-egm/>, and (iii) (if available) the Company's website.

### 4.3 Attendance at the EGM

Due to the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, **the EGM will be held by way of electronic means and Shareholders will not be able to attend the EGM in person.**

### 4.4 Participation at the EGM

4.4.1 Alternative arrangements have been made to allow Shareholders to participate at the EGM via electronic means. Such alternative arrangements include:

- (a) arrangements by which Shareholders may electronically access the EGM proceedings and observe and/or listen to the live audio-visual webcast or live audio-only stream;
- (b) arrangements by which Shareholders may submit comments, queries and/or questions in advance of the EGM;
- (c) arrangements by which the Board, the management and the Requisitioning Shareholders may address substantial and relevant comments, queries and/or questions before the EGM; and
- (d) arrangements by which Shareholders may appoint the chairman of the EGM ("**Chairman of the Meeting**") as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM.

4.4.2 Details of the steps for pre-registration for the live audio-visual webcast or live audio-only stream, submission of comments, queries and/or questions in advance of the EGM and submission of Proxy Forms to appoint the Chairman of the Meeting to attend, speak and vote at the EGM are set out in the **Annex B** to this Circular.

### 4.5 Key Dates and Times

Key Dates and Times	Actions to be taken by Shareholders
1.00 p.m. on 23 January 2022, Sunday	Deadline for Shareholders to submit comments, queries and/or questions in advance of the EGM.
1.00 p.m. on 23 January 2022, Sunday	Deadline for Shareholders to: <ul style="list-style-type: none"><li>(a) pre-register for the live audio-visual webcast or live audio-only stream via the following URL <a href="https://complete-corp.com/agv-egm/">https://complete-corp.com/agv-egm/</a>; and</li><li>(b) submit Proxy Forms to appoint the Chairman of the Meeting to attend, speak and vote at the EGM.</li></ul>

## LETTER TO SHAREHOLDERS

Key Dates and Times	Actions to be taken by Shareholders
12.00 p.m. on 25 January 2022, Tuesday	<p>Shareholders, who have pre-registered for the live audio-visual webcast or live audio-only stream and who have been verified by the Requisitioning Shareholders' appointed service provider, Complete Corporate Services Pte. Ltd., will receive an email which will contain the user ID and password details as well as the URL to access the live audio-visual webcast or the toll-free telephone number to access the live audio-only stream (the "<b>Confirmation Email</b>").</p> <p>Shareholders, who have pre-registered for the live audio-visual webcast or live audio-only stream but who have not received the Confirmation Email by 12.00 p.m. on 25 January 2022, Tuesday, should contact the Requisitioning Shareholders' appointed service provider, Complete Corporate Services Pte. Ltd., via email at <a href="mailto:agv-egm@complete-corp.com">agv-egm@complete-corp.com</a> or at (+65) 6226 2555.</p>
1.00 p.m. on 26 January 2022, Wednesday	<p>Shareholders may participate at the EGM via electronic means by:</p> <p>(a) accessing the URL in the Confirmation Email and entering the user ID and password to access the live audio-visual webcast; or</p> <p>(b) calling the toll-free telephone number to access the live audio-only stream.</p>

### 4.6 Important Reminder

Due to the constantly evolving COVID-19 situation in Singapore, the arrangements for the EGM may be changed at short notice. For the latest updates on the arrangements for the EGM, such updates will be made available on SGXNET at the following URL: <https://complete-corp.com/agv-egm/>.

The Requisitioning Shareholders will also inform the Company to have the updates available via SGXNET at <https://www.sgx.com/securities/company-announcements> and (if available) the Company's website.

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LETTER TO SHAREHOLDERS

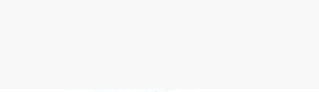
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Yours faithfully



蔡其昌

Cai, Qichang  
(Number of Shares: 49,963,033)



蔡榮尊

Cai, Rongzun  
(Number of Shares: 49,963,033)



杜志平

Tor Teck Gee  
(Number of Shares: 4,000,000)

**ANNEX A**

**INFORMATION RELATING TO THE PROPOSED DIRECTORS SET OUT IN APPENDIX 7F OF THE CATALIST RULES**

<b>Name of person</b>	<b>Lim Theng Theam</b>	<b>Danny Ong Soo Yong</b>	<b>Hau Khee Wee</b>
Date of Appointment	26 January 2022 (If approved by Shareholders at the EGM)	26 January 2022 (If approved by Shareholders at the EGM)	26 January 2022 (If approved by Shareholders at the EGM)
Date of last re-appointment (if applicable)	-	-	-
Age	48	32	45
Country of principal residence	Malaysia	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	Not applicable.	Not applicable.	Not applicable.
Whether appointment is executive, and if so, the area of responsibility	Executive	Non-executive	Non-executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director	Independent non-executive Director	Independent non-executive Director
Professional qualifications	Nil	Nil	Member of Institute of Singapore Chartered Accountants

**ANNEX A**

**INFORMATION RELATING TO THE PROPOSED DIRECTORS SET OUT IN APPENDIX 7F OF THE CATALIST RULES**

<b>Name of person</b>	<b>Lim Theng Theam</b>	<b>Danny Ong Soo Yong</b>	<b>Hau Khee Wee</b>
Working experience and occupation(s) during the past 10 years	2010 to Present: Chief Executive Officer of Aing Hing Sdn Bhd	<p>2017 to Present: Managing Partner, GDPS International</p> <p>2019 to Present: Chief Executive Officer, TactLink Sdn Bhd</p> <p>2020 to 2021: Chief Operating Officer cum Finance Director, Jagole Pte Ltd</p> <p>2019 to 2020: Audit Senior, Ernst and Young Singapore</p> <p>2014 to 2019: Audit Team Lead, RSM Singapore</p> <p>2013 to 2014: Audit and Assurance, Y M Kew and Co</p>	<p>2021 to present: Chief Financial Officer, Yifan International (a unit of Yifan Pharmaceutical Co., Ltd.) ("<b>Yifan International</b>") and Scigen Pte Ltd</p> <p>2019 to 2021: Group Financial Controller, Yifan International and Scigen Pte Ltd</p> <p>2018 to 2019: Finance Director, Go Game Pte Ltd</p> <p>2016 to 2018: Financial Controller, Greater China, Fullerton Healthcare Corporation Limited</p> <p>2007 to 2016: Executive Director and Chief Financial Officer (Executive Director, with effect from 26 December 2007), China Kunda Technology Holdings Limited</p>
Shareholding interest in the listed issuer and its subsidiaries	None	None	None
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	None	None	None
Conflict of interest (including any competing business)	None	None	None

**ANNEX A**

**INFORMATION RELATING TO THE PROPOSED DIRECTORS SET OUT IN APPENDIX 7F OF THE CATALIST RULES**

Name of person	Lim Theng Theam	Danny Ong Soo Yong	Hau Khee Wee
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer (Yes / No)	Yes	Yes	Yes
<b>Other Principal Commitments* Including Directorships#</b> <i>* "Principal Commitments" has the same meaning as defined in the Code.</i> <i># These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(8)</i>			
Past (for the last 5 years)	<ol style="list-style-type: none"> <li>1. Home &amp; Work Optometry Care Sdn Bhd</li> <li>2. Century Global Properties Sdn Bhd</li> <li>3. SLR Wealth Management Sdn Bhd</li> <li>4. SLR Charting Sdn Bhd</li> </ol>	<ol style="list-style-type: none"> <li>1. King of Namecard Pte Ltd</li> <li>2. DOSY Management Pte Ltd</li> <li>3. Jagole Pte Ltd</li> </ol>	<ol style="list-style-type: none"> <li>1. T.H.E. Fullerton Healthcare Group Limited</li> <li>2. S.C. Fullerton Healthcare Group Limited</li> <li>3. FHHK Aurum Limited</li> <li>4. Health Maintenance Management Services Limited</li> <li>5. HM Investment Holdings Limited</li> <li>6. HMMP Dental Limited</li> <li>7. Health Maintenance Medical Practice Limited</li> <li>8. Dr Tony Chun Kit Lee Medical Practice Limited</li> <li>9. Aurum Holdings</li> <li>10. Washington Health Analytics Limited</li> <li>11. HMMP Medical (Macau) Limited</li> <li>12. Fullerton Health Clinic (HK) Holdings Limited</li> <li>13. Keith Chan Musculoskeletal and Family Medicine Centre Co., Ltd</li> <li>14. Fullerton Health Global Doctors Pte Ltd</li> <li>15. Go Game Pte Ltd</li> <li>16. Evive Biotechnology Singapore Pte Ltd</li> </ol>

**ANNEX A**

**INFORMATION RELATING TO THE PROPOSED DIRECTORS SET OUT IN APPENDIX 7F OF THE CATALIST RULES**

Name of person	Lim Theng Theam	Danny Ong Soo Yong	Hau Khee Wee
Present	<ol style="list-style-type: none"> <li>1. Aing Hing Sdn Bhd</li> <li>2. Speed Race Enterprise Sdn Bhd</li> <li>3. Warga Masyhur Sdn Bhd</li> <li>4. MySmart Eco Sdn Bhd</li> <li>5. MySmart Agro Sdn Bhd</li> <li>6. Asiarem Environmental Sdn Bhd</li> <li>7. Openfinex Global Limited</li> <li>8. Open Trade Global (HK) Limited</li> <li>9. PT Benaf Jaya Sejahtera</li> </ol>	<ol style="list-style-type: none"> <li>1. Manhattan Engineering Pte Ltd</li> <li>2. GDPS Advisory Pte Ltd</li> <li>3. GDPS CorpsServe Pte Ltd</li> <li>4. Namcardking.com Pte Ltd</li> <li>5. SKSG Autotech Pte Ltd</li> <li>6. Global Good Plant Meat Pte Ltd</li> <li>7. Top Consultancy Pte Ltd</li> <li>8. 1 Advisory Pte Ltd</li> <li>9. Busan Pte Ltd</li> <li>10. Shanghai Pte Ltd</li> <li>11. Osaka Pte Ltd</li> <li>12. Bangkok Pte Ltd</li> <li>13. TactLink Pte Ltd</li> <li>14. TactLink Sdn Bhd</li> </ol>	<ol style="list-style-type: none"> <li>1. Yifan International</li> <li>2. Scigen Pte Ltd</li> <li>3. Scigen (Australia) Pty Ltd</li> <li>4. China Kunda Technology Holdings Limited</li> <li>5. Bioton S.A.</li> <li>6. Evive Biotechnology Singapore Pte Ltd</li> </ol>
<p><b>Information required</b>  <i>Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.</i></p>			
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years	No	No	No

**ANNEX A**

**INFORMATION RELATING TO THE PROPOSED DIRECTORS SET OUT IN APPENDIX 7F OF THE CATALIST RULES**

Name of person	Lim Theng Theam	Danny Ong Soo Yong	Hau Khee Wee
from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?			
(c) Whether there is any unsatisfied judgment against him?	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a	No	No	No



**ANNEX A**

**INFORMATION RELATING TO THE PROPOSED DIRECTORS SET OUT IN APPENDIX 7F OF THE CATALIST RULES**

Name of person	Lim Theng Theam	Danny Ong Soo Yong	Hau Khee Wee
breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?			
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No
(j) Whether he has ever, to his knowledge, been concerned with the			

**ANNEX A**

**INFORMATION RELATING TO THE PROPOSED DIRECTORS SET OUT IN APPENDIX 7F OF THE CATALIST RULES**

Name of person	Lim Theng Theam	Danny Ong Soo Yong	Hau Khee Wee
management or conduct, in Singapore or elsewhere, of the affairs of :—			
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,	No	No	No
in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No	No

**ANNEX A**

**INFORMATION RELATING TO THE PROPOSED DIRECTORS SET OUT IN APPENDIX 7F OF THE CATALIST RULES**

Name of person	Lim Theng Theam	Danny Ong Soo Yong	Hau Khee Wee
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No
<b>Information required</b> <i>Disclosure applicable to the appointment of Director only.</i>			
Any prior experience as a director of an issuer listed on the Exchange?	No	No	Yes
If yes, please provide details of prior experience.	Not applicable.	Not applicable.	2008 to 2016: CFO and Executive Director of China Kunda Technology Holdings Limited (listed on Catalist)  2017 to present: Independent Director of China Kunda Technology Holdings Limited (listed on Catalist)  2017 to present: Independent Director of Imperium Crown Limited (listed on Catalist)
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.	Mr.Lim will attend the relevant training organized by the Singapore Institute of Directors to familiarise himself with the roles and responsibility as a director of a listed company.	Mr.Ong will attend the relevant training organized by the Singapore Institute of Directors to familiarise himself with the roles and responsibility as a director of a listed company.	Not applicable.

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**ANNEX A**

**INFORMATION RELATING TO THE PROPOSED DIRECTORS SET OUT IN APPENDIX 7F OF THE CATALIST RULES**

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<b>Name of person</b>	<b>Lim Theng Theam</b>	<b>Danny Ong Soo Yong</b>	<b>Hau Khee Wee</b>
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).			

**ANNEX B**

**ALTERNATIVE ARRANGEMENTS**

Shareholders may electronically access the EGM proceedings and observe and/or listen to the live audio-visual webcast or live audio only stream via their mobile phones, tablets or computers, submit comments, queries and/or questions to the Chairman of the Meeting in advance of the EGM and submit Proxy Forms to appoint the Chairman of the Meeting to attend, speak and vote on his/her/its behalf at the EGM.

To do so, Shareholders will need to complete the relevant steps below.

<b>Steps</b>	<b>Details</b>
<p>Pre-registration for the live audio-visual webcast or live audio-only stream</p>	<p><b>Shareholders must pre-register via the following URL <a href="https://complete-corp.com/agv-egm/">https://complete-corp.com/agv-egm/</a> until 1.00 p.m. on 23 January 2022, Sunday to enable the Requisitioning Shareholders' appointed service provider, Complete Corporate Services Pte. Ltd., to verify their status as Shareholders of the Company.</b></p> <p>Following the verification, authenticated Shareholders will receive an email by <b>12.00 p.m. on 25 January 2022, Tuesday</b> which will contain the user ID and password details as well as the URL to access the live audio-visual webcast or the toll-free telephone number to access the live audio-only stream (the "<b>Confirmation Email</b>").</p> <p>Shareholders, who have pre-registered for the live audio-visual webcast or live audio-only stream but who have not received the Confirmation Email by <b>12.00 p.m. on 25 January 2022, Tuesday</b>, should contact the Requisitioning Shareholders' appointed service provider, Complete Corporate Services Pte. Ltd., via email at <a href="mailto:agv-egm@complete-corp.com">agv-egm@complete-corp.com</a> or at (+65) 6226 2555.</p>
<p>Submission of comments, queries and/or questions in advance of the EGM</p>	<p><b>Shareholders will not be able to comment, raise queries and/or ask questions at the EGM during the live audio-visual webcast or live audio-only stream. It is therefore important for Shareholders to submit comments, queries and/or questions to the Chairman of the Meeting in advance of the EGM.</b></p> <p><b>Submission of comments, queries and/or questions.</b> Shareholders may submit comments, queries and/or questions related to the resolutions in the Notice of EGM in advance of the EGM in the following manner:</p> <p>(a) <b>By post:</b> Shareholders may submit their comments, queries and/or questions by post to the Requisitioning Shareholders' appointed service provider, Complete Corporate Services Pte. Ltd., at 10 Anson Road, #29-07 International Plaza, Singapore 079903;</p> <p>(b) <b>By email:</b> Shareholders may submit their comments, queries and/or questions by post to the Requisitioning Shareholders' appointed service provider, Complete Corporate Services Pte. Ltd., via email at <a href="mailto:agv-egm@complete-corp.com">agv-egm@complete-corp.com</a>; or</p> <p>(c) <b>By electronic means:</b> Shareholders, who have pre-registered registered for the live audio-visual webcast or live audio-only stream, may submit their comments, queries and/or questions by electronic means at the following URL <a href="https://complete-corp.com/agv-egm/">https://complete-corp.com/agv-egm/</a>.</p>

**ANNEX B**  
**ALTERNATIVE ARRANGEMENTS**

Steps	Details
	<p>Comments, queries and/or questions submitted by Shareholders by post and/or email must be accompanied by the Shareholders' full name, address and the manner in which the Shareholder holds Shares in the Company.</p> <p><b><u>Deadline to submit comments, queries and/or questions.</u></b> Shareholders must submit all comments, queries and/or questions by <b>1.00 p.m. on 23 January 2022, Sunday.</b></p> <p><b>Addressing comments, queries and/or questions.</b> The Requisitioning Shareholders will convey the substantial and relevant comments, queries and/or questions received from Shareholders to the Board. The Requisitioning Shareholders will endeavour and will also inform the Board to address all substantial and relevant comments, queries and/or questions received from Shareholders before the EGM. The responses to comments, queries and/or questions will be published via (i) SGXNET at <a href="https://www.sgx.com/securities/company-announcements">https://www.sgx.com/securities/company-announcements</a>, and (ii) (if available) the Company's website.</p> <p><b>Minutes of EGM.</b> The minutes of EGM will be published (i) SGXNET at <a href="https://www.sgx.com/securities/company-announcements">https://www.sgx.com/securities/company-announcements</a>, and (ii) (if available) the Company's website, within one month after the EGM. The minutes of EGM will include responses from the Board, the management and/or the Requisitioning Shareholders to substantial and relevant comments, queries and/or questions received from Shareholders addressed at the EGM (if any) during the live audio-visual webcast or live audio-only stream.</p>
Submission of Proxy Forms to appoint the Chairman of the Meeting to attend, speak and vote at the EGM	<p><b>Appointment of Chairman of the Meeting as proxy.</b> A Shareholder (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM in accordance with the instructions on the Proxy Form if such Shareholder wishes to exercise his/her/its voting rights at the EGM.</p> <p><b>Specific instructions as to voting must be given.</b> Where a Shareholder (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.</p> <p><b>Submission of Proxy Forms.</b> The Proxy Form must be submitted in the following manner:</p> <p>(a) if submitted by post, be lodged with the Requisitioning Shareholders' appointed service provider, Complete Corporate Services Pte. Ltd., at 10 Anson Road, #29-07 International Plaza, Singapore 079903, or</p> <p>(b) if submitted via email, be scanned and submitted by way of electronic means via email to <a href="mailto:agv-egm@complete-corp.com">agv-egm@complete-corp.com</a>,</p> <p>by <b>1.00 p.m. on 23 January 2022, Sunday.</b></p>

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**ANNEX B**  
**ALTERNATIVE ARRANGEMENTS**

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<b>Steps</b>	<b>Details</b>
	<p>A Shareholder who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above.</p> <p><b>In view of the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.</b></p>

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### **AGV Group LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 201536566H)

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the "**EGM**") of AGV Group Limited (the "**Company**"), called pursuant to Section 177 of the Companies Act 1967 (the "**Companies Act**"), will be held by way of electronic means on 26 January 2022 at 1.00 p.m. (Singapore Time) for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolutions:

All capitalised terms used in this notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 10 January 2022 (the "**Circular**").

#### **Ordinary Resolution 1: The appointment of Lim Theng Theam as a Director of the Company**

RESOLVED THAT:

- (a) The appointment of Lim Theng Theam as a Director of the Company effective immediately upon conclusion of the EGM be and is hereby approved.
- (b) Lim Theng Theam will, upon appointment as a Director of the Company, be designated as an Executive Director.

#### **Ordinary Resolution 2: The appointment of Danny Ong Soo Yong as a Director of the Company**

RESOLVED THAT:

- (a) The appointment of Danny Ong Soo Yong as a Director of the Company effective immediately upon conclusion of the EGM be and is hereby approved.
- (b) Danny Ong Soo Yong will, upon appointment as a Director of the Company, be designated as an Independent Non-Executive Director.

#### **Ordinary Resolution 3: The appointment of Hau Khee Wee as a Director of the Company**

RESOLVED THAT:

- (a) The appointment of Hau Khee Wee as a Director of the Company effective immediately upon conclusion of the EGM be and is hereby approved.
- (b) Hau Khee Wee will, upon appointment as a Director of the Company, be designated as an Independent Non-Executive Director.

#### **Ordinary Resolution 4: The removal of Choong Yoon Fatt as a Director of the Company**

RESOLVED THAT:

- (a) The removal of Choong Yoon Fatt as a Director of the Company effective immediately upon conclusion of the EGM be and is hereby approved.



**NOTICE OF EXTRAORDINARY GENERAL MEETING**

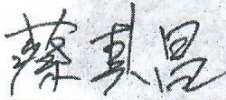
**Ordinary Resolution 5: The removal of Wee Meng Seng Aloysius as a Director of the Company**

RESOLVED THAT:

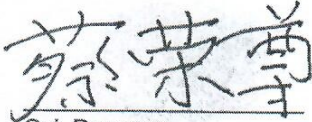
- (a) The removal of Wee Meng Seng Aloysius as a Director of the Company effective immediately upon conclusion of the EGM be and is hereby approved.

Dated this 10th day of January 2022

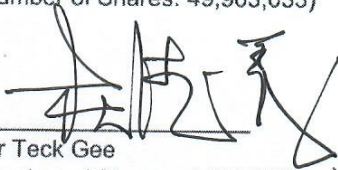
**PURSUANT TO AN EXERCISE OF RIGHTS BY THE UNDERSIGNED MEMBERS OF THE COMPANY** under Section 177 of the Companies Act.



Cai, Qichang  
(Number of Shares: 49,963,033)



Cai, Rongzun  
(Number of Shares: 49,963,033)



Tor Teck Gee  
(Number of Shares: 4,000,000)

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Explanatory Notes:

- (i) Ordinary Resolution 1, if passed, will approve and authorise the appointment of Lim Theng Theam as a director of the Company in office from the date of this EGM onwards without limitation in tenure, save for prevailing applicable laws, listing rules and/or regulations, including the Company's constitution.
- (ii) Ordinary Resolution 2, if passed, will approve and authorise the appointment of Danny Ong Soo Yong as a director of the Company in office from the date of this EGM onwards without limitation in tenure, save for prevailing applicable laws, listing rules and/or regulations, including the Company's constitution.
- (iii) Ordinary Resolution 3, if passed, will approve and authorise the appointment of Hau Khee Wee as a director of the Company in office from the date of this EGM onwards without limitation in tenure, save for prevailing applicable laws, listing rules and/or regulations, including the Company's constitution.
- (iv) The undersigned shareholders have been informed on 15 December 2021 by the Company that the director referred to in Ordinary Resolution 4 indicated that he would be making the representations in writing pursuant to Section 152(3) of the Act. The Company will send a copy of the representations to every member of the Company to whom this notice of EGM is sent in accordance with Section 152 of the Act.
- (v) The undersigned shareholders have been informed on 15 December 2021 by the Company that the director referred to in Ordinary Resolution 5 indicated that he would be making the representations in writing pursuant to Section 152(3) of the Act. The Company will send a copy of the representations to every member of the Company to whom this notice of EGM is sent in accordance with Section 152 of the Act.

### Notes:

1. Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the EGM will be held by way of electronic means on 26 January 2022 at 1.00 p.m. (Singapore Time) for the purpose of considering and if thought fit, passing, with or without any modification, the Proposed Resolutions set out in this Notice of EGM.
2. Printed copies of this Notice of EGM, the Circular and the Proxy Form will not be sent to Shareholders. Instead, this Notice of EGM, the Circular and the Proxy Form may be accessed via (i) SGXNET at <https://www.sgx.com/securities/company-announcements>, (ii) the following URL: <https://complete-corp.com/agv-egm/>, and (iii) (if available) the Company's website.
3. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM proceedings may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of comments, queries and/or questions to the Chairman of the Meeting in advance of the EGM, addressing of substantial and relevant comments, queries and/or questions before the EGM and voting by appointing the Chairman of the Meeting as proxy at the EGM, are set out in **Section 4** of the Circular.
4. **Due to the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, the EGM will be held by way of electronic means and Shareholders will not be able to attend the EGM in person. A Shareholder (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM in accordance with the instructions on the Proxy Form if such Shareholder wishes to exercise his/her/its voting rights at the EGM.**

The Proxy Form may be accessed via (i) SGXNET at <https://www.sgx.com/securities/company-announcements>, (ii) the following URL: <https://complete-corp.com/agv-egm/>, and (iii) (if available) the Company's website. Where a Shareholder (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

5. The Chairman of the Meeting, acting as proxy, need not be a Shareholder of the Company.
6. The Proxy Form must be submitted in the following manner:
  - (a) if submitted by post, be lodged with the Requisitioning Shareholders' appointed service provider, Complete Corporate Services Pte. Ltd., at 10 Anson Road, #29-07 International Plaza, Singapore 079903, or
  - (b) if submitted via email, be scanned and submitted by way of electronic means via email to [agv-egm@complete-corp.com](mailto:agv-egm@complete-corp.com).

by **1.00 p.m. on 23 January 2022, Sunday.**

**In view of the current COVID-19 advisories issued by the relevant authorities and the related safe distancing measures in Singapore, Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.**

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### PERSONAL DATA PRIVACY

By submitting a proxy form appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, and/or by registering to attend the EGM via live audio-visual webcast or live audio-only stream, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Requisitioning Shareholders, the Company or their respective agents or service providers ("**Relevant Persons**") for the purpose of the processing, administration and analysis by the Relevant Persons in respect of the appointment of the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Relevant Persons 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 Relevant Persons, the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Relevant Persons 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 and/or the Requisitioning Shareholders in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

## PROXY FORM

### AGV Group Limited

(Incorporated in the Republic of Singapore)  
(Company Registration No. 201536566H)

### EXTRAORDINARY GENERAL MEETING PROXY FORM

(Please see notes overleaf before completing this form)

#### IMPORTANT:

- The EGM will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Notice of EGM and this Proxy Form will not be sent to members. Instead, the Notice of EGM and this Proxy Form will be sent to members by electronic means via publication on (i) SGXNET at <https://www.sgx.com/securities/company-announcements>, (ii) the following URL: <https://complete-corp.com/agu-egm/>, and (iii) (if available) the Company's website.
- Alternative arrangements relating to attendance at the EGM by way of electronic means (including arrangements by which the EGM can be electronically accessed via "live" audio-and-video webcast or "live" audio-only stream), submission of questions in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the Meeting as proxy at the EGM, are set out in the Notice of EGM.
- Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. A member will also not be able to vote online on the resolutions to be tabled for approval at the EGM. A member (whether individual or corporate) who wishes to exercise his/her/its vote must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. In appointing the Chairman of the Meeting as proxy, a member must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
- This proxy form is not valid for use by investors holding shares in the Company ("Shares") through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) ("Investors") (including investors holding through CPF Investment Scheme ("CPFIS") ("CPF Investors" or Supplementary Retirement Scheme ("SRS") ("SRS investors")) and shall be ineffective for all intents and purposes if used or purported to be used by them. An investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify voting instructions. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Banks or SRS Operator at least 7 working days before the date of the EGM to submit his/her vote.
- Personal Data Privacy:** By submitting this proxy form, a member of the Company accepts and agrees to the personal data terms set out in the Notice of EGM dated 10 January 2022.
- Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the EGM.

I/We \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport Number/Company Registration Number) of \_\_\_\_\_ (Address)

being a \*member/members of **AGV GROUP LIMITED ("Company")** hereby appoint the Chairman of the Extraordinary General Meeting ("**Meeting**") as \*my/our proxy to attend, speak and vote for \*me/us on \*my/our behalf at the Meeting of the Company to be held by way of electronic means on 26 January 2022 at 1.00 p.m. and at any adjournment thereof. Voting will be conducted by poll.

\*I/We direct the Chairman of the Meeting as \*my/our proxy to vote for, against and/or abstain from voting on the resolution proposed at the Meeting as indicated hereunder. **If no specific direction as to voting is given, the appointment of the Chairman of the Meeting as your proxy for the resolution will be treated as invalid.**

No.	Resolution	<sup>1</sup> No. of Votes For	<sup>1</sup> No. of Votes Against	<sup>1</sup> No. of Votes Abstaining
1.	Ordinary Resolution 1: To approve the appointment of Lim Theng Theam as a Director of the Company			
2.	Ordinary Resolution 2: To approve the appointment of Danny Ong Soo Yong as a Director of the Company			
3.	Ordinary Resolution 3: To approve the appointment of Hau Khee Wee as a Director of the Company			
4.	Ordinary Resolution 4: To approve the removal of Choong Yoon Fatt as a Director of the Company			
5.	Ordinary Resolution 5: To approve the removal of Wee Meng Seng Aloysius as a Director of the Company			

<sup>1</sup> If you wish the Chairman of the Meeting as your proxy to exercise all your votes "For" or "Against" the resolution, please tick (✓) within the relevant box provided. Alternatively, if you wish to exercise some and not all of your votes "For" and "Against" the resolution and/or if you wish to abstain from voting in respect of the resolution, please indicate the number of votes "For", the number "Against" and/or the number "Abstaining" in the boxes provided for the resolution.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022

\_\_\_\_\_  
Signature of Shareholder(s) or,  
Common Seal of Corporate Shareholder

\* Delete where inapplicable

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

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## PROXY FORM

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### 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 2001), you should insert that number. If you have shares registered in your name in the Register of Members of the Company, you should insert that number. 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. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you (in both the Register of Members and the Depository Register).
2. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. A member will also not be able to vote online on the resolution to be tabled for approval at the EGM. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. This proxy form may be accessed via (i) SGXNET at <https://www.sgx.com/securities/company-announcements>, (ii) the following URL: <https://complete-corp.com/agv-egm/>, and (iii) (if available) the Company's website. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
3. This proxy form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Banks or SRS Operator at least 7 working days before the date of the EGM to submit his/her vote.
4. The proxy form must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged with the Requisitioning Shareholders' appointed service provider, Complete Corporate Services Pte. Ltd., at 10 Anson Road, #29-07 International Plaza, Singapore 079903, or
  - (b) if submitted via email, be scanned and submitted by way of electronic means via email to [agv-egm@complete-corp.com](mailto:agv-egm@complete-corp.com).

**by 1.00 p.m. on 23 January 2022, Sunday (being not less than 72 hours before the time fixed for the EGM).**

A member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

5. The Chairman of the Meeting, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the Meeting must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer.
7. Where an instrument appointing the Chairman of the Meeting 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 an instrument of proxy 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 instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy 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 EGM, as certified by The Central Depository (Pte) Limited to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to vote thereat unless his name appears on the Depository Register 72 hours before the time appointed for the EGM.
9. The Circular, this Notice of EGM and the Proxy Form have been made available via (i) SGXNET at <https://www.sgx.com/securities/company-announcements>, (ii) the following URL: <https://complete-corp.com/agv-egm/>, and (iii) (if available) the Company's website.

### Personal Data Privacy:

By submitting an instrument appointing the Chairman of the Meeting, the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary Meeting dated 10 January 2022.