

AA GROUP HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 200412064D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of AA Group Holdings Ltd. (the “**Company**”) will be held by way of electronic means on Friday, 26 June 2020 at 10:00 a.m. (or as soon as practicable thereafter following the conclusion or adjournment of the Annual General Meeting to be held on the same day via electronic means) for the purpose of considering and, if though fit, passing with or without any amendments, the following resolution, which will be proposed as a Special Resolution:-

*Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 7 April 2020 issued by the Company (the “**Circular**”).*

AS SPECIAL RESOLUTION

(1) THE PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

That:

- (a) the proposed adoption of the New Constitution of the Company in the manner and to the extent set out in the Circular to Shareholders dated 7 April 2020 be and is hereby approved; and
- (b) the Directors of the Company and/or any of them be and are/is hereby authorised to complete and to do all such acts and things (including executing such documents as may be required) as they and/or each of them may consider desirable, necessary or expedient to give effect to this Special Resolution.

(2) THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM “AA GROUP HOLDINGS LTD.” TO “HGH HOLDINGS LTD.”:

That:

- (a) approval be and is hereby given for the name of the Company “AA Group Holdings Ltd.” to be changed to “HGH Holdings Ltd.” and that the name “AA Group Holdings Ltd.” be substituted with “HGH Holdings Ltd.” whenever the former appears in the Constitution of the Company; and
- (b) the Directors of the Company and/or any of them be and are/is hereby authorised to complete and to do all such acts and things (including executing such documents as may be required) as they and/or each of them may consider desirable, necessary or expedient to give effect to this Special Resolution.

BY ORDER OF THE BOARD

Ng Chuan Heng
Chairman and Non-Executive Director
4 June 2020
Singapore

IMPORTANT NOTES

This Notice of EGM takes into account the latest measures to-date to deal with the COVID-19 situation announced and/or implemented in Singapore which affect the holding or conduct of general meetings (“Enhanced Measures”).

Specifically: -

- a. the guidance for issuers on safe distancing measures when conducting general meetings set out in the joint statement issued on 31 March 2020 by the Accounting and Corporate Regulatory Authority of Singapore (“ACRA”), the Monetary Authority of Singapore (“MAS”) and the Singapore Exchange Regulation (“SGX RegCo”);
- b. the implementation of the circuit breaker measures (enhanced safe distancing measures and closure of workplace premises) announced by the Singapore Government on 3 April 2020 to minimise the further spread of COVID-19;
- c. the COVID -19 (Temporary Measures) Act 2020 (the “Act”) passed by the Singapore Parliament on 7 April 2020 which enable the Minister of Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- d. the COVID-19 (Temporary Measures) (Alternative Arrangements for Meeting for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “Order”) which was gazetted on 13 April 2020, and which set out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
- e. the additional guidance which contains a checklist to guide listed and non-listed entities on the conduct of general meetings when the elevated safe distancing measures are in place as set out in the joint statement issued on 13 April 2020 by ACRA, MAS and SGX RegCo.

Apart from the above developments, the Company had adopted the foregoing guidance to convene its EGM in order to comply with the Enhanced Measures: -

1. INTRODUCTION

The EGM is being convened, and will be held, by 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 this Notice of EGM will not be sent to Shareholders. Instead, this Notice of EGM and Proxy Form will be sent to Shareholders by electronic means via publication on (i) the SGX-ST’s website at <http://www.sgx.com/securities/company-announcements>; and (ii) the Company’s corporate website at <https://www.aagroupholdings.com.sg/agm-and-egm-2020/>.

Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the EGM are set out in this Notice of EGM.

2. CONDUCT OF EGM

- 2.1 Due to the current COVID-19 situation, Shareholders will **NOT** be able to attend the EGM physically. Shareholders may participate in the EGM by: (a) observing and/or listening to the EGM proceedings via live audio-visual webcast; (b) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the EGM; and (c) submitting questions prior to the EGM. To do so, please read the following steps carefully:-

- 2.1.1 Pre-Registration of Attendance and attend the EGM via Live Audio-Visual Webcast
Shareholders who wish to attend the EGM via live audio-visual webcast are required to pre-register via <https://aagroupholdingsagm.listedcompany.com/2020agm> by **23 June 2020 on Tuesday, by 9:00 a.m.** to enable the Company to verify their status as

Shareholders. Upon the verification, verified Shareholders will receive a confirmation email by 24 June 2020 with the unique link to access the live audio-visual webcast.

Please **DO NOT** disclose the unique link to person who are not entitled to attend the EGM. Your present via live audio-visual webcast shall be taken as attendance at the EGM and please do note that if no email confirmation is received by the Shareholders by 24 June 2020, you may contact Ms Sharon at info@aagroupholdings.com or (+65) 6268 7111. Further, if the Shareholders' information is unable to be verified (e.g. typo error), you will be denied to access the EGM via live audio-visual webcast.

Shareholders who hold shares through relevant intermediary*, including CPF and SRS investors, and who wish to participate in the EGM via live audio-visual webcast should contact their relevant intermediaries through which they hold shares as soon as possible in order for the necessary arrangements to be made for their participation in the EGM. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport Number) to the Company, via email to info@aagroupholdings.com by **9:00 a.m. on Tuesday, 23 June 2020**.

*A Relevant Intermediary is:-

- (a) *a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;*
- (b) *a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds shares in that capacity; or*
- (c) *the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.*

2.1.2 Voting by Proxy: Shareholders (whether individual or corporate) who wish to vote must submit their proxy forms in advance and appoint "**Chairman of the EGM**" as their proxy by giving the specific instruction to vote. The Chairman of the Meeting as Proxy, need not be a member of the Company.

Shareholders can either choose to submit the completed and signed proxy form by the following manners **not less than 48 hours before the time appointed for the EGM**: -

- (i) If submitted by post, be deposited at the registered office of the Company at 60 Benoi Road, #03-02 EMS Building, Singapore 629906; or
- (ii) If submitted electronically, via email to info@aagroupholdings.com

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

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289), 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 the Register of Members of the Company, 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 of the Company. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate held by you.

The instrument appointing the Chairman as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman as proxy is executed by a corporation, it must be either under its common seal or under the hand of any duly authorised officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company), if required by law, be duly stamped and to be deposited based on the above item 2.1.2 (i) or (ii), failing which the Proxy Form may be treated as invalid.

For Shareholders who hold shares through a Relevant Intermediary* including CPF and SRS investors who wish to appoint the Chairman of the EGM as proxy, should contact their relevant intermediaries through which they hold shares as soon as possible in order for the necessary arrangements to submit their votes at least seven (7) working days before the EGM.

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument of proxy lodged if such member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register 72 hours before the time appointed for holding the meeting, as certified by the Depository to the Company.

2.1.3 ***Submission of Questions:*** Shareholders will not be able to ask questions during the live audio-visual webcast, therefore it is important for members (including relevant intermediary) to submit their questions in advance of the EGM. To do so, all questions must be submitted by **9.00 a.m. on Friday, 19 June 2020** at the following manners:-

- (a) in hard copy by post to the registered office of the Company at 60 Benoi Road, #03-02 EMS Building, Singapore 629906; or
- (b) by email to info@aagroupholdings.com

When sending questions, Shareholders should also provide their full name and NRIC/Passport/Company Registration No. for verification and provide their Office/Mobile phone numbers in order to help the Company to reach out more easily if clarification is required.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit question by post, members are strongly encouraged to submit their question electronically via email.

The Company will endeavour to upload the Company's responses to substantial queries from Shareholders on the SGXNet by 25 June 2020, or address the substantial queries at the EGM.

The Company will, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNet and the Company's website, and the minutes will include the responses to the questions referred to above.

3. OTHER DOCUMENTS

The following documents are made available to members via publication on SGXNet and the Company's Corporate website:

- (a) Circular to Shareholders dated 7 April 2020;
- (b) Notice of EGM; and
- (c) Proxy form in relation to the EGM.

As the COVID-19 situation is still evolving, the Company will closely monitor the situation and reserves the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the EGM. Any material developments will be announced on the SGXNet and members are advised to check the SGXNet regularly for updates on the EGM and/or material developments.

Personal Data Privacy

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and its proxy(ies)'s or representative(s)'s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iv) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty. The member's personal data and the proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

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

This notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Mr. David Yeong (Tel (65) 6232 3210), at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.