

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of AA Group Holdings Ltd. (the “**Company**”) will be held by way of electronic means on Friday, 26 June 2020 at 9:00 a.m., to transact the following business: -

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors’ Report thereon. **[Resolution 1]**

2. To re-elect the following Directors, each of whom retires by rotation pursuant to the Article 107 of the Constitution of the Company and who, being eligible, offer themselves for re-election:
 - 2.1 Mr. Ng Chuan Heng **[Resolution 2]**
 - 2.2 Mr. Tan Poh Guan **[Resolution 3]**

3. To re-elect Mr. Andrew Bek, retiring pursuant to Article 117 of the Constitution of the Company and who, being eligible, offer himself for re-election, as a Director of the Company. **[Resolution 4]**

4. To approve the payment of Directors’ fees of up to S\$330,645 for the financial year ended 31 December 2019 (2018: S\$237,258). **[Resolution 5]**

5. To approve the payment of Directors’ fees of up to S\$119,784 for the financial year ending 31 December 2020. **[Resolution 6]**

6. To re-appoint Messrs Crowe Horwath First Trust LLP as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors of the Company to fix their remuneration. **[Resolution 7]**

7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

8. Authority to allot and issue shares

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (“**Companies Act**”), the Constitution of the Company and Rule 806 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), the Directors of the Company be authorised and empowered to:

- (a) (i) allot and issue shares in the Company (“**Shares**”) whether by way of rights, bonus or otherwise;

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

- (ii) make or grant offers, agreements or options (collectively, **"Instruments"**) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares; and/or
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issue;

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

(the **"Share Issue Mandate"**)

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Ordinary Resolution) and Instruments to be issued pursuant to this Ordinary Resolution shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a pro rata basis to existing Shareholders of the Company shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under subparagraph (1) above, the percentage of issued Shares and Instruments shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Ordinary Resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules.

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

Adjustments in accordance with the sections (a) and (b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time the resolution approving the mandate is passed;

- (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the Share Issue Mandate conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier; or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Ordinary Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

[Resolution 8]

BY ORDER OF THE BOARD

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

EXPLANATORY NOTES ON BUSINESSES TO BE TRANSACTED

Ordinary Resolution 2, 3 and 4 in relation to the re-election of Directors

- (1) Mr. Ng Chuan Heng will, upon re-election, continue to serve as the Non-Executive Chairman. He is considered a Non-Executive and Non-Independent Director.
- (2) Mr. Tan Poh Guan will, upon re-election, continue to serve as the Executive Director.
- (3) Mr. Andrew Bek will, upon re-election, continue to serve as the Independent Director, Chairman of the Remuneration Committee and member of the Audit Committee and Nominating Committee.

In relation to Ordinary Resolutions 2, 3 and 4, detailed information on these Directors (including information as set out in Appendix 7F of the Catalist Rules) can be found under the sections entitled “**Board of Directors**” and “**Additional Information on Directors Seeking Re-Election**” in the Company’s Annual Report 2019.

Ordinary Resolution 5 in relation to the Directors’ fee for FY2019

Resolution 5 is to approve the payment of Directors’ fees of up to S\$330,645 for services rendered by the Directors on the Board as well as on various Board Committees for FY2019. Upon Shareholders’ approval of the Resolution 5, the Directors will be paid in full for their services rendered for FY2019.

Ordinary Resolution 6 in relation to the Directors’ fee for FY2020

Resolution 6 is to approve the payment of Directors’ fees of up to S\$119,784 for services to be rendered by the Independent Directors of the Board as well as on various Board Committees for FY2020. Upon approval, the fee shall be made payable to the Directors on a half-yearly basis.

The Board is of the view that it is just and equitable for the Independent Directors to be paid Directors’ fees on half-yearly basis, and to align with current market practices. Separately, the Company has entered into new service agreements between Mr. Tan Poh Guan, and Mr. Lai Choong Hon to novate their Directors’ fees to salary as both manage the Group’s operation and finances on a daily basis. There will not be any Directors’ fees paid to executive directors going forward.

Ordinary Resolution 7 in relation to the re-appointment of auditors

Resolution 7 is to re-appoint Messrs Crowe Horwath First Trust LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration. The Company has complied with Rule 713(1) of the Catalist Rules by ensuring that the audit partner is not in charge of more than 5 consecutive years of audits. The current audit partner, Mr. Alfred Cheong Keng Chuan, was appointed in 21 December 2018.

Ordinary Resolution 8 in relation to the Share Issue Mandate

Resolution 8 is to empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) in the capital of the Company, of which up to 50% may be issued other than on a *pro rata* basis to Shareholders.

For determining the aggregate number of Shares that may be issued, the total number of issued Shares will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution 8 is passed, after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Resolution 8 is passed, and any subsequent bonus issue, consolidation or subdivision of Shares.

IMPORTANT NOTES

This Notice of AGM 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 AGM in order to comply with the Enhanced Measures: -

1. INTRODUCTION

The AGM 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 AGM and Proxy Form will not be sent to Shareholders. Instead, this Notice of AGM 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 AGM are set out in this Notice of AGM.

2. CONDUCT OF AGM

- 2.1 Due to the current COVID-19 situation, Shareholders will **NOT** be able to attend the AGM physically. Shareholders may participate in the AGM by: (a) observing and/or listening to the AGM 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 AGM; and (c) submitting questions prior to the AGM. To do so, please read the following steps carefully:-

2.1.1 Pre-Registration of Attendance and attend the AGM via Live Audio-Visual Webcast

Shareholders who wish to attend the AGM 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 AGM. Your present via live audio-visual webcast shall be taken as attendance at the AGM and please do note that if there is no email confirmation 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 AGM via live audio-visual webcast.

Shareholders who hold shares through a Relevant Intermediary* including CPF and SRS investors, who wish to participate in the AGM 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 AGM. 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 AGM**" 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.

Shareholder 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 AGM**: -

- (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 Chairman as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing 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 AGM 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 AGM.

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 AGM. 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 AGM.

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

3. ANNUAL REPORT AND OTHER DOCUMENTS

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

- (a) Annual Report for the financial year ended 31 December 2019;
- (b) Notice of AGM together with the Additional Information on the Directors seeking for re-election; and
- (c) Proxy form in relation to the AGM.

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 AGM. Any material developments will be announced on the SGXNet and members are advised to check the SGXNet regularly for updates on the AGM 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 AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, (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 AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company and/or its proxy(ies) or representative(s) (such as his/her name, his/her presence at the AGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

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.

Additional Information on the Directors seeking for re-election

Mr. Ng Chuan Heng, Mr. Tan Poh Guan and Mr. Andrew Bek are the Directors seeking for re-election at the forthcoming AGM of the Company to be convened on Friday, 26 June 2020 under Ordinary Resolutions 2, 3 and 4 as set out in the Notice of AGM dated 4 June 2020 (collectively, the “Retiring Directors”)

Pursuant to Rule 720(5) of the Rules of Catalist of the SGX-ST, the information as set out in Appendix 7F relating to the Retiring Directors is set out below:

Name of the Retiring Director	Ng Chuan Heng	Tan Poh Guan	Andrew Bek
Date of Appointment	17 December 2018	17 December 2018	3 January 2020
Date of last re-appointment, if applicable	Not applicable	Not applicable	Not applicable
Age	64	48	52
Country of principal residence	Singapore	Singapore	Singapore
The Board’s comments on this appointment (including rationale, selection criteria, and the search and nomination process)	<p>Mr. Ng Chuan Heng (“Mr. Ng”) was appointed in conjunction with the completion of the acquisition of the entire issued and paid-up share capital of Poh Huat Heng Corporation Pte. Ltd. (“PHH”).</p> <p>The Nominating Committee has considered that Mr. Ng together with Mr. Tan Poh Guan (“Mr. Tan”) (another director of the Company) and Mr. Tan Jun Hao (together, the “PHH Vendors”), through a company known as Benetre Pte Ltd, indirectly hold 25% interest in a company known as Power Works Pte. Ltd. (“Power Works”), which is a major customer of PHH. Mr. Tan, Mr. Ng and Mr. Tan Jun Hao are also directors of Power Works.</p> <p>The Company’s legal advisors have advised that the PHH Vendors’ interests in Power Works do not constitute interested persons transactions as defined under the Listing Rules. The Board is of the view that while the PHH</p>	<p>Mr. Tan Poh Guan (“Mr. Tan”) was appointed in conjunction with the completion of the acquisition of the entire issued and paid-up share capital of Poh Huat Heng Corporation Pte. Ltd. (“PHH”).</p> <p>The Nominating Committee has considered that Mr. Tan together with Mr. Ng Chuan Heng (“Mr. Ng”) (another director of the Company) and Mr. Tan Jun Hao (together, the “PHH Vendors”), through a company known as Benetre Pte Ltd, indirectly hold 25% interest in a company known as Power Works Pte. Ltd. (“Power Works”), which is a major customer of PHH. Mr. Tan, Mr. Ng and Mr. Tan Jun Hao are also directors of Power Works.</p> <p>The Company’s legal advisors have advised that the PHH Vendors’ interests in Power Works do not constitute interested persons transactions as defined under the Listing Rules. The Board is of the view that while the PHH</p>	<p>The Board having considered the recommendation of the Nominating Committee and assessed Mr. Andrew Bek’s (“Mr. Bek”) qualification and experiences, is satisfied that Mr. Bek has the requisite experience and capabilities to assume the duties and responsibilities as an Independent Director of the Company.</p> <p>Mr. Bek was also appointed as Chairman of the Remuneration Committee and members of the Audit Committee and Nominating Committee.</p>

Name of the Retiring Director	Ng Chuan Heng	Tan Poh Guan	Andrew Bek
	Vendors do not control Power Works in any way, their interest in Power Works will help to facilitate continuous business and contracts for PHH, which will in turn be advantageous to the Company. Having also assessed his qualifications and working experience, the Board unanimously agreed to the appointment of Mr. Ng as a Non-Executive Director of the Company.	Vendors do not control Power Works in any way, their interest in Power Works will help to facilitate continuous business and contracts for PHH, which will in turn be advantageous to the Company. Having also assessed his qualifications and working experience, the Board unanimously agreed to the appointment of Mr. Tan as an Executive Director of the Company.	
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Executive - Overall business development and general management of the Group.	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive Director and Non-Independent Chairman of the Board of Directors	Executive Director	(a) Independent Director (b) Member of Audit and Nominating Committees (c) Chairman of Remuneration Committee
Professional qualification	No	Diploma in Electrical Engineering, Ngee Ann Polytechnic	A-level
Working experience and occupation(s) during the past 10 years	<p>Mr. Ng has over four decades of experience in the construction industry, having started off as an apprentice construction worker in the 1970s. Mr Ng's expertise lies in handling the operational aspects of the construction business, having been closely involved (at both his past and present companies) in all the day-to-day activities such as logistics, managing of workers and supervising at the construction sites.</p> <p>Mr. Ng currently also serves as Director of various companies. Please</p>	<p>Mr. Tan currently serves as Executive Director since 17 December 2018 and is responsible for the overall business development and general management of the Group. Mr. Tan has extensive experience in the construction business, having handled various aspects such as planning, operations, overseeing the finances and tendering for projects.</p> <p>Mr. Tan currently also serves as Director of various companies. Please refer to his present directorships provided below for further information.</p>	<p>Mr. Bek started his career in Arthur Andersen & Co and was there from 1988 to 1997.</p> <p>He was later attached to a manufacturing company from 1997 to 1998 overseeing the accounts and finance department. He then joined Ernst & Young from 1999 to 2007.</p> <p>He was an Investment Director at OneEquity SG Private Limited from July 2007 to January 2020.</p>

Name of the Retiring Director	Ng Chuan Heng	Tan Poh Guan	Andrew Bek
	refer to his present directorships provided below for further information.		
Shareholding interest in the listed issuer and its subsidiaries	Yes 427,900,000 (24.03%) in AA Group Holdings Ltd.	Yes 88,461,017 (4.97%) in AA Group Holdings Ltd.	No
Any relationship (including immediate family relationships) with any existing director, existing executive director, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	Mr. Tan Jun Hao, nephew of Tan Poh Guan, currently serves as a Director of Engineering Manufacturing Services (S) Pte Ltd (January 2019 – Present) and Poh Huat Heng Corporation Pte Ltd (August 2014 – Present).	No
Conflict of interest (including any competing business)	Yes, Mr Ng is the Non-Executive Director of Power Works Pte Ltd and holds 8.33% indirect interest in Power Works Pte Ltd.	Yes, Mr Tan is the Non-Executive Director of Power Works Pte Ltd and holds 8.33% indirect interest in Power Works Pte Ltd.	No
Undertaking (in the format set out in Appendix 7H) under Rule 720 (1) of the Catalist Rule has been submitted to the listed issuer	Yes	Yes	Yes
Other Principal Commitments including Directorships Past (for the past 5 years)	<ul style="list-style-type: none"> (a) W & P Corporation Pte Ltd – Director (December 2007 - August 2017) (b) W&P Precast Pte. Ltd. – Director (September 2012 – August 2017) (c) Power Works International Pte. Ltd. – Director (September 2012 - company struck off) 	<ul style="list-style-type: none"> (a) W & P Corporation Pte Ltd – Director (February 2004 - August 2017) (b) Power Works International Pte. Ltd. – Director (January 2007 - company struck off) (c) Inventit Holdings Pte. Ltd. – Director (March 2013 - company struck off) (d) Power Works Drilling Pte Ltd (June 2012 - company struck off) 	<ul style="list-style-type: none"> (a) China Environment Ltd. (January 2008 – June 2016) (b) Able Gallery Limited (April 2010 – June 2018)

Name of the Retiring Director	Ng Chuan Heng	Tan Poh Guan	Andrew Bek
		(e) W & P Corporation Pte Ltd – Director (February 2004 – August 2017)	
Present	<ul style="list-style-type: none"> (a) Poh Huat Heng Corporation Pte Ltd (December 1989 – Present) (b) Power Works Pte. Ltd. (September 2012 – Present) (c) Engineering Manufacturing Services (S) Pte. Ltd. (January 2019 – Present) (d) Benetre Pte. Ltd. (January 2017 – Present) 	<ul style="list-style-type: none"> (a) A2A Management Pte. Ltd. (January 2019 – Present) (b) Julique Capital Pte. Ltd. (January 2019 – Present) (c) Poh Huat Heng Corporation Pte. Ltd. (January 2002 – Present) (d) W & P Precast Sdn. Bhd. (January 2019 – Present) (e) Power Works Pte. Ltd. (September 2019 – Present) (f) W&P Precast Pte. Ltd. (January 2019 – Present) (g) Germaxco Pte. Ltd. (January 2019 – Present) (h) Benetre Pte. Ltd. (January 2017 – Present) (i) Engineering Manufacturing Services (S) Pte. Ltd. (January 2019 – Present) 	<ul style="list-style-type: none"> (a) Anchun International Holdings Ltd. (March 2014 – Present) (b) One Asia Capital Pte. Ltd. (April 2010 – Present) (c) OneMotor Car Accessories & Service Centre Sdn. Bhd. (January 2019 – Present)
Information required under items (a) to (k) of Appendix 7F of the Catalist Rule	There is no change to the responses previously disclosed by Mr. Ng under items (a) to (k) of Appendix 7F of the Catalist Rules which were all “No”. The Appendix 7F information in respect of Mr. Ng appointment as Director was announced on 17 December 2018.	There is no change to the responses previously disclosed by Mr. Tan under items (a) to (k) of Appendix 7F of the Catalist Rules which were all “No”. The Appendix 7F information in respect of Mr. Tan appointment as Director was announced on 17 December 2019.	There is no change to the responses previously disclosed by Mr. Andrew under items (a) to (k) of Appendix 7F of the Catalist Rules; “Yes” for item (j)(i) and (j)(iv) and “No” for the rest of the items. The Appendix 7F information in respect of Mr. Bek appointment as Director was announced on 2 January 2020.