

AA GROUP HOLDINGS LTD.
(Company Registration Number: 200412064D)
(Incorporated in the Republic of Singapore)

PROXY FORM - ANNUAL GENERAL MEETING

IMPORTANT:

1. The Annual General Meeting (“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. The Notice of AGM and Proxy Form will be sent to Shareholders by electronic means via publication on (i) 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/>.
2. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in the Notice of AGM dated 4 June 2020.
3. Due to the current COVID-19 situation, Shareholders will **NOT** be able to attend the AGM physically. 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.
4. **Please read the notes overleaf which contain the instruction on, inter alia, the appointment of the Chairman of the Meeting as a member’s proxy to vote on his/her behalf at the AGM.**

I/We, _____ (Name) _____ (NRIC/Passport No./Company No.)
of _____ (Address)

being a member/members of AA Group Holdings Ltd. (the “**Company**”), hereby appoint the Chairman of the AGM as *my/our proxy/proxies to attend and vote for *me/us on *my/our behalf at the AGM of the Company to be held via electronic means on 26 June 2020 at 9:00 a.m. and at any adjournment thereof.

*I/We direct the Chairman of the AGM to vote for or against the ordinary resolutions proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.

No.	Ordinary Resolution relating to	For	Against
	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 with the Auditors’ Report.		
2.	To re-elect Mr. Ng Chuan Heng, a Director of the Company retiring pursuant to the Article 107 of the Company’s Constitution.		
3.	To re-elect Mr. Tan Poh Guan, a Director of the Company retiring pursuant to Article 107 of the Company’s Constitution.		
4.	To re-elect Mr. Andrew Bek, a Director of the Company retiring pursuant to Article 117 of the Company’s Constitution.		
5.	To approve the payment of Directors’ fees of up to S\$330,645 for the financial year ended 31 December 2019 (FY2018: S\$237,258).		
6.	To approve the payment of Directors’ fees of up to S\$119,784 for the financial year ending 31 December 2020.		
7.	To re-appoint Messrs Crowe Horwath First Trust LLP as Auditors of the Company.		
	SPECIAL BUSINESS		
8.	Authority to allot and issue shares		

Notes:

- (i) Voting will be conducted by poll. If you wish to exercise all your votes ‘For’ or ‘Against’, please indicate with an ‘X’ within the box provided.

- (ii) The short descriptions given above of the Resolutions to be passed do not in any way whatsoever reflect the intent and purpose of the Resolutions. The short descriptions have been inserted for convenience only. Shareholders are encouraged to refer to the Notice of AGM for the full purpose and intent of the Resolutions to be passed.

Dated this day of 2020

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

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

**Delete where inapplicable*

IMPORTANT: PLEASE READ THE NOTES OVERLEAF

Notes:-

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in the relevant sections 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, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. Due to the current COVID-19 situation, Shareholders will **NOT** be able to attend the AGM physically. 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.
3. 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 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.

For Shareholders who hold shares through a Relevant Intermediary* including CPF and SRS investors who wish to appoint the Chairman 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.

**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.*

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.

4. 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 3 (i) or (ii), failing which the Proxy Form may be treated as invalid.

5. 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.

Personal Data Privacy:-

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 4 June 2020.