

**CIRCULAR DATED 19 NOVEMBER 2015**

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

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold all your ordinary shares in the capital of Annica Holdings Limited (the “**Company**”), please forward this Circular, the Notice of Extraordinary General Meeting (as defined herein) and the accompanying Proxy Form (as defined herein) to the purchaser or to the stockbroker, bank or agent through whom the sale was effected for onward transmission to the purchaser.

**The Company has prepared this Circular and the Company’s Continuing Sponsor, Stamford Corporate Services Pte. Ltd. (the “Sponsor”), has reviewed its contents, for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual Section B: Rules of Catalist. The Sponsor has not independently verified the contents of this Circular. This Circular has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume 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. The contact person for the Sponsor is Mr. Bernard Lui, Tel: (65) 6389 3000, Email: Bernard.lui@stamfordlaw.com.sg.**

## **ANNICA HOLDINGS LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 198304025N)

### **CIRCULAR TO SHAREHOLDERS**

**in relation to**

### **THE PROPOSED CHANGE OF AUDITORS FROM RT LLP TO BAKER TILLY TFW LLP**

#### **Important Dates and Times**

Last date and time for lodgement of Proxy Form	:	2 December 2015 at 11.00 a.m.
Date and time of Extraordinary General Meeting	:	4 December 2015 at 11.00 a.m.
Place of Extraordinary General Meeting	:	M Hotel Singapore, J Collyer Room, Level 9, 81 Anson Road, Singapore 079908

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## DEFINITIONS

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

<b>“ACRA”</b>	:	The Accounting and Corporate Regulatory Authority of Singapore
<b>“Audit Committee”</b>	:	The audit committee of the Company as at the date of this Circular, comprising Mr. Augustine A/L T.K. James, Mr. Ong Su Aun Jeffrey and Mr. N. Sivagurunathan V. Narayanasamy
<b>“Auditors”</b>	:	The auditors of the Company as appointed from time to time
<b>“Baker Tilly TFW”</b>	:	Baker Tilly TFW LLP, having its registered address at 600 North Bridge Road, #05-01 Parkview Square, Singapore 188778
<b>“Board”</b>	:	The board of Directors of the Company as at the date of this Circular
<b>“Catalist”</b>	:	The Catalist board of the SGX-ST, the Sponsor-supervised listing platform of the SGX-ST
<b>“Catalist Rules”</b>	:	The Listing Manual, Section B: Rules of Catalist issued by the SGX-ST, as may be amended, supplemented or revised from time to time
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Circular”</b>	:	This circular to Shareholders dated 19 November 2015 in respect of the Proposed Change of Auditors
<b>“Companies Act”</b>	:	The Companies Act, Chapter 50 of Singapore, as may be amended, modified or supplemented from time to time
<b>“Company”</b>	:	Annica Holdings Limited (Company Registration No. 198304025N), having its registered address at 9 Temasek Boulevard, #41-01 Suntec Tower 2, Singapore 038989
<b>“CPF”</b>	:	Central Provident Fund
<b>“Directors”</b>	:	The directors of the Company as at the date of this Circular
<b>“EGM”</b>	:	The extraordinary general meeting of the Company to be held at M Hotel Singapore, J Collyer Room, Level 9, 81 Anson Road, Singapore 079908 on Friday, 4 December 2015 at 11.00 a.m.
<b>“FY”</b>	:	The financial year ended or ending 31 December, as the case may be
<b>“Group”</b>	:	The Company and its Subsidiaries
<b>“Latest Practicable Date”</b>	:	12 November 2015, being the latest practicable date prior to the printing of this Circular
<b>“Memorandum and Articles of Association”</b>	:	The memorandum and articles of association of the Company, as amended, modified or supplemented from time to time
<b>“Notice of EGM”</b>	:	The notice of the EGM dated 19 November 2015 as set out in this Circular
<b>“Proposed Change of Auditors”</b>	:	The proposed change of auditors of the Company from RT to Baker Tilly TFW
<b>“Proxy Form”</b>	:	The proxy form in respect of the EGM which is attached to this Circular

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## DEFINITIONS

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“RT”	:	RT LLP, having its registered address at 1 Raffles Place, #17-02 One Raffles Place, Singapore 048616
“Securities Account”	:	A securities account maintained by a depositor with CDP (but does not include a securities sub-account)
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shares”	:	Ordinary shares in the capital of the Company
“Shareholders”	:	Registered holders of Shares, except where the registered holder is CDP, in which case the term “Shareholders” shall in relation to such Shares mean the Depositors whose Securities Accounts maintained with CDP are credited with Shares
“Sponsor”	:	Stamford Corporate Services Pte. Ltd.
“Subsidiary”	:	A company, of which more than 50.0% of the outstanding voting stock is now or hereafter owned by the Company, by one or more other Subsidiaries or by the Company and one or more other Subsidiaries (and, for this purpose, “voting stock” means stock or shares having voting power for the election of directors, managers or trustees of such company, other than stock or shares having such power by reason of the happening of a contingency)
“Substantial Shareholder”	:	A person who has an interest or interests in one or more voting Shares in the Company and the total votes attached to that Share or those Shares is not less than 5.0% of the total votes attached to all voting Shares of the Company

### Units and Others

“%”	:	Per centum or percentage
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The terms “**Depositor**” and “**Depository Register**” shall have the respective meanings ascribed to them in Section 130A of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or the Catalist Rules or any modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act or the Catalist Rules or any modification thereof, as the case may be.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless stated otherwise.

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## LETTER TO SHAREHOLDERS

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### ANNICA HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 198304025N)

#### Directors

Edwin Sugiarto (Chairman and Executive Director)  
Nicholas Jeyaraj s/o Narayanan (Non-Independent and Non-Executive Director)  
Augustine A/L T.K. James (Lead Independent and Non-Executive Director)  
Ong Su Aun Jeffrey (Independent and Non-Executive Director)  
N. Sivagurunathan V. Narayanasamy (Independent and Non-Executive Director)

#### Registered Office

9 Temasek Boulevard  
#41-01 Suntec Tower 2  
Singapore 038989

19 November 2015

To: The Shareholders of Annica Holdings Limited

Dear Sir / Madam,

### THE PROPOSED CHANGE OF AUDITORS FROM RT LLP TO BAKER TILLY TFW LLP

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#### 1. INTRODUCTION

The Board proposes to seek the approval of Shareholders for the Proposed Change of Auditors from RT to Baker Tilly TFW at the EGM to be held at M Hotel Singapore, J Collyer Room, Level 9, 81 Anson Road, Singapore 079908 on Friday, 4 December 2015 at 11.00 a.m..

The purpose of this Circular is to provide Shareholders with information relating to the Proposed Change of Auditors and to seek the approval of Shareholders for the ordinary resolution set out in the Notice of EGM on page 9 of this Circular.

#### 2. PROPOSED CHANGE OF AUDITORS

##### 2.1 Rationale for the Proposed Change of Auditors

RT has been the Auditors of the Company for 10 consecutive audits since FY2005. The Directors are of the view that the Proposed Change of Auditors will strengthen the Company's corporate governance practices, enable it to benefit from fresh perspectives and views of another professional firm and enhance the value of the independent audit.

The Directors, in consultation with the Audit Committee, have accepted the Audit Committee's recommendation that the proposal from Baker Tilly TFW best meets the needs and requirements of the Group. As such, the Board proposes the appointment of Baker Tilly TFW as the new Auditors of the Company in place of RT from the financial year ending 31 December 2015.

In this regard and at the request of the Company, RT gave notice of its resignation as the Auditors on 15 September 2015. RT's resignation has been approved by ACRA on 29 October 2015 in accordance with Section 205AB of the Companies Act.

The Company has on 16 September 2015 received a letter from Baker Tilly TFW giving its consent to be appointed as the Auditors of the Company.

The Proposed Change of Auditors is conditional upon obtaining the approval of the Shareholders at the EGM. Thereafter, Baker Tilly TFW will hold office until the conclusion of the next annual general meeting of the Company.

The Board wishes to express its appreciation for the services rendered by RT.

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## LETTER TO SHAREHOLDERS

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### 2.2 Information on Baker Tilly TFW

Baker Tilly TFW is a firm of Chartered Accountants in Singapore registered with ACRA. It is one of the top 10 largest accounting and business advisory firms in Singapore and has 15 partners and staff strength of about 240. It has significant experience acting as auditors for companies listed on the SGX-ST.

Baker Tilly TFW is an independent member of Baker Tilly International, which is globally the 8<sup>th</sup> largest accounting and business advisory network by combined revenue and is represented by 154 independent member firms in 140 countries.

Ms Tay Guat Peng (“**Ms. Tay**”) is the audit engagement partner who will be assigned to the audit of the Company and its Subsidiaries. Ms. Tay has about 20 years of experience with international accounting firms specialising in the audit of local, multinational companies and public listed companies in diverse industries. Ms. Tay is a fellow member of the Association of Chartered Certified Accountants and a practicing member of the Institute of Singapore Chartered Accountants (“**ISCA**”). Ms. Tay serves as member of the Financial Statements Review Committee of ISCA.

For more information about Baker Tilly TFW, please visit its website at <http://www.bakertillytfw.com>.

### 2.3 Requirements under Rules 712 and 715 of the Catalist Rules

The Audit Committee, having considered:

- (a) the adequacy of the resources of Baker Tilly TFW and the experience of the audit engagement partner;
- (b) the number and experience of supervisory and professional staff proposed to be assigned by Baker Tilly TFW to the audit of the financial statements of the Group;
- (c) Baker Tilly TFW's other audit engagements;
- (d) the size and complexity of the Group's operations; and
- (e) the proposed audit arrangements for the Group,

is of the opinion that Baker Tilly TFW will be able to meet the audit requirements of the Group.

Accordingly, the Audit Committee has recommended to the Board the appointment of Baker Tilly TFW in place of RT. Accepting the Audit Committee's recommendation, the Board proposes to seek Shareholders' approval for the Proposed Change of Auditors in accordance with Rule 712(3) of the Catalist Rules.

The Board confirms that pursuant to the Proposed Change of Auditors, Baker Tilly TFW will be engaged to audit: (i) the Company's financial statements; and (ii) the financial statements of the Company's Singapore-incorporated Subsidiaries and significant associated companies. Accordingly, Rule 715 of the Catalist Rules has been complied with and/or will be complied with upon obtaining Shareholders' approval for the Proposed Change of Auditors.

In accordance with Rule 712(3) of Catalist Rules, RT has confirmed that it is not aware of any professional reasons why Baker Tilly TFW should not accept the appointment as the Auditors of the Company.

In accordance with Rule 712(3) of Catalist Rules, the Company confirms that:

- (i) there were no disagreements with RT on accounting treatments within the last 12 months up to the date of this Circular;

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## LETTER TO SHAREHOLDERS

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- (ii) the Company is not aware of any circumstances connected with the Proposed Change of Auditors, which has not been disclosed in this Circular, that should be brought to the attention of Shareholders of the Group;
- (iii) the specific reasons for the Proposed Change of Auditors are as disclosed in Section 2.1 above; and
- (iv) it is in compliance with Rules 712 and Rule 715 of the Catalist Rules in relation to the appointment of Baker Tilly TFW as the Auditors of the Company.

### 2.4 Audit Committee's Recommendation

The Audit Committee has reviewed the Proposed Change of Auditors and recommends the appointment of Baker Tilly TFW as the Auditors of the Company having considered the suitability of Baker Tilly TFW and ensuring compliance with the requirements of the Catalist Rules.

### 3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, the Company does not have any Substantial Shareholders and the interests of the Directors, based on the register of Directors' shareholdings are set out below:

	Direct Interest		Deemed Interest	
	Number of Shares	%	Number of Shares	%
<b>Directors</b>				
Edwin Sugiarto	108,269,800	8.25	—	—
Nicholas Jeyaraj s/o Narayanan	—	—	—	—
Augustine A/L T.K. James	—	—	—	—
Ong Su Aun Jeffrey	—	—	—	—
N. Sivagurunathan V. Narayanasamy	—	—	—	—

None of the Directors has any interest, direct or indirect in the Proposed Change of Auditors save for their respective shareholdings in the Company.

### 4. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page 9 of this Circular, will be held at M Hotel Singapore, J Collyer Room, Level 9, 81 Anson Road, Singapore 079908 on Friday, 4 December 2015 at 11.00 a.m. for the purpose of considering, and if thought fit, passing with or without any modifications, the ordinary resolution set out in the Notice of EGM.

### 5. ACTIONS TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote at the EGM on their behalf should complete, sign and return the Proxy Form attached to this Circular in accordance with the instructions printed thereon. The completed and signed Proxy Form should then be returned as soon as possible and in any event so as to arrive at the registered office of the Company at 9 Temasek Boulevard, #41-01 Suntec Tower 2, Singapore 038989 not later than 48 hours before the time fixed for the EGM. Shareholders who have completed and returned the Proxy Form may still attend and vote in person at the EGM, if they so wish, in place of their proxy.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register, as certified by the CDP, as at 48 hours before the EGM.

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## LETTER TO SHAREHOLDERS

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### 6. RECOMMENDATION BY DIRECTORS

The Directors, having considered the rationale for the Proposed Change of Auditors, are of the opinion that the Proposed Change of Auditors is in the best interests of the Company. Accordingly, they recommend that the Shareholders vote in favour of the ordinary resolution relating to the Proposed Change of Auditors at the EGM.

### 7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

### 8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 9 Temasek Boulevard, #41-01 Suntec Tower 2, Singapore 038989 during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the Memorandum and Articles of Association;
- (b) letter from RT dated 15 September 2015 regarding its resignation as the Auditors;
- (c) the professional clearance letter issued by RT to Baker Tilly TFW dated 15 September 2015;
- (d) letter from Baker Tilly TFW on its consent to act as the Auditors of the Company dated 16 September 2015; and
- (e) letter from ACRA dated 29 October 2015 on its consent to RT's resignation as the Auditors.

Yours faithfully

For and on behalf of the Board  
**ANNICA HOLDINGS LIMITED**

Edwin Sugiarto  
Chairman and Executive Director



# ANNICA HOLDINGS LIMITED

(Company Registration No. 198304025N)  
(Incorporated in the Republic of Singapore)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

*Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning as used in the circular dated 19 November 2015 issued by the Company (the “Circular”).*

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the “EGM”) of Annica Holdings Limited (the “Company”) will be held at M Hotel Singapore, J Collyer Room, Level 9, 81 Anson Road, Singapore 079908 on Friday, 4 December 2015 at 11.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

### ORDINARY RESOLUTION: PROPOSED CHANGE OF AUDITORS

THAT:

- (a) Baker Tilly TFW LLP, having consented to act, be and are hereby appointed as Auditors of the Company in place of RT LLP to hold the office until the conclusion of the Company’s next annual general meeting at a remuneration and on such terms to be agreed between the Directors and Baker Tilly TFW LLP (the “**Proposed Change of Auditors**”); and
- (b) the Directors and each of them be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interest of the Company to give effect to the Proposed Change of Auditors and/or this Ordinary Resolution.

By Order of the Board  
**ANNICA HOLDINGS LIMITED**

Ong Sing Huat  
Company Secretary  
19 November 2015

#### Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf.
2. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
3. If the member is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 9 Temasek Boulevard, #41-01 Suntec Tower 2, Singapore 038989 not later than 48 hours before the time set for the EGM.

#### Personal Data Privacy Terms:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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 in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

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# ANNICA HOLDINGS LIMITED

(Company Registration No. 198304025N)  
(Incorporated in the Republic of Singapore)

## IMPORTANT

1. For investors who have used their CPF monies to buy Shares in the capital of Annica Holdings Limited, this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors who wish to attend the Extraordinary General Meeting as observers have to submit their requests through their CPF Approved Nominees so that their CPF Approved Nominee may register, within the specified timeframe, with the Company's Share Registrar.
4. CPF investors who wish to vote must submit their voting instructions to their CPF Approved Nominees to enable them to vote on their behalf.

## PROXY FORM

\*I/We \_\_\_\_\_ \*NRIC/Passport No. \_\_\_\_\_

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

being \*a member/members of **ANNICA HOLDINGS LIMITED** (the "Company"), hereby appoint:

Name	Address	*NRIC / Passport No.	Proportion of shareholdings (%)

\*and/or

Name	Address	*NRIC / Passport No.	Proportion of shareholdings (%)

or failing \*him/them the Chairman of the Extraordinary General Meeting (the "EGM") as \*my/our \*proxy/proxies to attend and to vote for \*me/us on \*my/our behalf at the EGM of the Company to be held at M Hotel Singapore, J Collyer Room, Level 9, 81 Anson Road, Singapore 079908 on Friday, 4 December 2015 at 11.00 a.m. and at any adjournment thereof.

\*I/We direct \*my/our \*proxy/proxies to vote for or against the Ordinary Resolution to be proposed at the EGM as indicated hereunder. If no specified directions as to voting are given, the \*proxy/proxies will vote or abstain from voting at \*his/their discretion as \*he/they will on any other matter arising at the EGM and at any adjournment thereof.

Ordinary Resolution	For*	Against*
To approve the Proposed Change of Auditors		

Note:

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

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

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

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

\*Please delete accordingly



**Notes:**

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act Chapter 50 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares. If no number is inserted, this proxy form will be deemed to relate to all the Shares held by you.
2. A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
3. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 9 Temasek Boulevard, #41-01 Suntec Tower 2, Singapore 038989 not less than 48 hours before the time set for the EGM.
5. The instrument appointing a proxy or proxies must be under the hand of the appointer or by his attorney duly authorised in writing. Where an instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing a proxy or proxies is signed on behalf of the appointer by an attorney, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act Chapter 50 of Singapore.
7. 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 appointer are not ascertainable from the instructions of the appointer specified in the instrument of proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument of proxy if the member of the Company, being the appointer, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time set for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

**PERSONAL DATA PRIVACY TERMS:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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 in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Affix  
Postage  
Stamp  
here

**ANNICA HOLDINGS LIMITED**  
9 TEMASEK BOULEVARD  
#41-01 SUNTEC TOWER 2  
SINGAPORE 038989