

**CIRCULAR DATED 14 JULY 2021**

**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, tax adviser or other professional adviser immediately.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.

If you have sold or transferred all or any of your ordinary shares in the capital of the Company (the “Shares”), you should immediately inform the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward notification to the purchaser or transferee, that this Circular (together with the Notice of EGM (as defined herein) and the accompanying Proxy Form (as defined herein)) may be accessed on SGXNET or the Company’s website at <https://www.amosgroup.com/investor>.

This Circular has been made available on SGXNET and the Company’s website and may be accessed at <https://www.amosgroup.com/investor>. A printed copy of this Circular will NOT be despatched to Shareholders.

**In view of the safe distancing regulations to hold physical meetings and to minimise physical interactions and COVID-19 transmission risks, the Company will conduct the EGM by way of electronic means pursuant to the COVID-19 Order (as defined herein).** Alternative arrangements have been put in place relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM.

Please refer to Section 9 of this Circular and the Notice of EGM for further information, including the steps to be taken by Shareholders to participate at the EGM. The Notice of EGM may also be accessed at SGXNET and the Company’s website at <https://www.amosgroup.com/investor>.

Shareholders should note that due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change the arrangements for the EGM at short notice. Shareholders are advised to check the Company’s announcements on SGXNET for the latest updates on the status of the EGM.



**AMOS GROUP LIMITED**

(Company Registration No.: 201004068M)  
(Incorporated in the Republic of Singapore)

**CIRCULAR TO SHAREHOLDERS**

IN RELATION TO

- (1) THE PROPOSED CONSOLIDATION OF EVERY TWENTY (20) ORDINARY SHARES INTO ONE (1) CONSOLIDATED ORDINARY SHARE; AND**
- (2) THE PROPOSED CHANGE OF AUDITORS FROM KPMG LLP TO BAKER TILLY TFW LLP**

**IMPORTANT DATES AND TIMES**

Last date and time for lodgement of Proxy Form	:	26 July 2021 at 11.00 a.m.
Date and time of Extraordinary General Meeting	:	29 July 2021 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and by way of electronic means)
Place of Extraordinary General Meeting	:	To be held by way of electronic means

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## DEFINITIONS

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

<b>“2021 AGM”</b>	:	The annual general meeting of the Company to be held on 29 July 2021 at 10.00 a.m. by way of electronic means
<b>“2021 Annual Report”</b>	:	The annual report of the Company for the financial year ended 31 March 2021
<b>“ACRA”</b>	:	The Accounting and Corporate Regulatory Authority of Singapore
<b>“AGM”</b>	:	An annual general meeting of the Company
<b>“AMOS ESOS”</b>	:	The employee share option scheme of the Company known as the “AMOS Employee Share Option Scheme” approved by Shareholders of the Company on 24 September 2012
<b>“Audit Committee”</b>	:	The audit committee of the Company
<b>“Auditors”</b>	:	The auditor of the Company
<b>“Baker Tilly”</b>	:	Baker Tilly TFW LLP
<b>“Board”</b>	:	The board of Directors of the Company as at the Latest Practicable Date
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Circular”</b>	:	This circular to Shareholders dated 14 July 2021
<b>“Companies Act”</b>	:	The Companies Act, Chapter 50 of Singapore
<b>“Company”</b>	:	AMOS Group Limited
<b>“Consolidated Shares”</b>	:	The consolidated ordinary shares in the capital of the Company to be held by Shareholders following completion of the Proposed Share Consolidation
<b>“Constitution”</b>	:	The constitution of the Company, as the same may be amended, varied or supplemented from time to time
<b>“COVID-19 Act”</b>	:	The COVID-19 (Temporary Measures) Act 2020, as the same may be amended, varied or supplemented from time to time

<b>“COVID-19 Order”</b>	:	The COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, as amended, varied or supplemented from time to time, which sets out the alternative arrangements in respect of, <i>inter alia</i> , general meetings of companies
<b>“Directors”</b>	:	A director of the Company as at the Latest Practicable Date
<b>“Effective Trading Date”</b>	:	The date to be determined by the Directors as being the date when the Proposed Share Consolidation will become effective and the date on which the Consolidated Shares will trade on the SGX-ST in board lots of one hundred (100) Consolidated Shares
<b>“EGM” or “Extraordinary General Meeting”</b>	:	The extraordinary general meeting of the Company to be convened, notice of which is set out on pages N-1 to N-4 of this Circular
<b>“EPS”</b>	:	Earnings per Share
<b>“Exercise Price”</b>	:	The price at which a participant of the AMOS ESOS shall subscribe for each Share upon the exercise of an Option as determined in accordance with the rules of the AMOS ESOS
<b>“FY2021”</b>	:	Financial year ended 31 March 2021
<b>“Group”</b>	:	The Company and its subsidiaries
<b>“KPMG”</b>	:	KPMG LLP
<b>“Latest Practicable Date”</b>	:	30 June 2021, being the latest practicable date prior to the publication of this Circular
<b>“Listing Manual”</b>	:	The listing manual of the SGX-ST, as the same may be amended, varied or supplemented from time to time
<b>“Market Day”</b>	:	A day on which the SGX-ST is open for trading of securities
<b>“New Share Certificates”</b>	:	Has the meaning ascribed to it in Section 2.6(a) of this Circular
<b>“Notice of EGM”</b>	:	The notice of EGM as set out on pages N-1 to N-4 of this Circular
<b>“NTA”</b>	:	Net tangible assets
<b>“Old Share Certificates”</b>	:	Has the meaning ascribed to it in Section 2.6(a) of this Circular

<b>“Option”</b>	:	The right to subscribe for Shares granted or to be granted to a participant pursuant to the AMOS ESOS and for the time being subsisting
<b>“Proposed Change of Auditors”</b>	:	The proposed change of the Company’s Auditors from KPMG to Baker Tilly
<b>“Proposed Resolutions”</b>	:	The ordinary resolution for the Proposed Change of Auditors and the ordinary resolution for the Proposed Share Consolidation, approval for which will be sought from Shareholders at the EGM
<b>“Proposed Share Consolidation”</b>	:	The proposed consolidation of every twenty (20) existing Shares held by Shareholders as at the Record Date into one (1) Consolidated Share
<b>“Proxy Form”</b>	:	The proxy form in respect of the EGM as enclosed to the Notice of EGM
<b>“Record Date”</b>	:	The time and date, to be determined by the Directors and announced by the Company, at and on which the Register of Members and the share transfer books of the Company will be closed to determine the entitlements of Shareholders to the Consolidated Shares under the Proposed Share Consolidation
<b>“Register of Members”</b>	:	The register of members of the Company
<b>“Remuneration Committee”</b>	:	The remuneration committee of the Company
<b>“Securities Account”</b>	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited
<b>“Shareholders”</b>	:	Persons who are registered as holders of Shares in the register of members of the Company except that where the registered holder is CDP, the term “Shareholders” shall mean the Depositors who have Shares credited to their Securities Accounts
<b>“Share Registrar”</b>	:	The share registrar of the Company, being In.Corp Corporate Services Pte. Ltd.
<b>“Shares”</b>	:	Ordinary shares in the capital of the Company
<b>“Substantial Shareholder”</b>	:	A person who has an interest directly or indirectly in 5% or more of the total number of voting Shares in the Company
<b>“VWAP”</b>	:	Volume-weighted average price

“\$” or “S\$” and “cents” : Singapore dollars and cents, respectively

“%” or “per cent.” : Per centum or percentage

**Depositors, etc.** The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meaning ascribed to them respectively in Section 81SF of the SFA.

**Genders.** 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. References to persons shall, where applicable, include corporations.

**Headings.** The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

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

**Shareholders.** References to “**you**”, “**your**” and “**yours**” in this Circular are, as the context so determines, to Shareholders.

**Statutes.** 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 or the Listing Manual or any modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act or the Listing Manual or any modification thereof, as the case may be, unless the context otherwise requires.

**Subsidiary and Related Corporation.** References to “**subsidiary**” and “**related corporation**” shall have the meanings ascribed to them respectively in Sections 5 and 6 of the Companies Act.

**Time and Date.** Any reference to a time of the day and date in this Circular shall be a reference to Singapore time and date, respectively, unless otherwise stated.

Rajah & Tann Singapore LLP has been appointed as the legal adviser to the Company as to Singapore law in relation to the Proposed Share Consolidation and the Proposed Change of Auditors.

# LETTER TO SHAREHOLDERS

## AMOS GROUP LIMITED

(Company Registration No.: 201004068M)  
(Incorporated in the Republic of Singapore)

### Directors

Mr. Kyle Arnold Shaw, Jr (Executive Chairman)  
Mr. David Wood Hudson (Lead Independent Non-Executive Director)  
Mr. Lim Shook Kong (Independent Non-Executive Director)

### Registered Office:

156 Gul Circle  
Singapore 629613

14 July 2021

To: **The Shareholders of AMOS Group Limited**

Dear Sir/Madam

**(1) THE PROPOSED SHARE CONSOLIDATION OF EVERY TWENTY (20) ORDINARY SHARES INTO ONE (1) CONSOLIDATED ORDINARY SHARE; AND**

**(2) THE PROPOSED CHANGE OF AUDITORS FROM KPMG TO BAKER TILLY**

### 1. INTRODUCTION

- 1.1 The Directors are convening an EGM to be held on 29 July 2021 to seek the approval of the Shareholders for the Proposed Share Consolidation and the Proposed Change of Auditors. The Notice of EGM is set out on pages N-1 to N-4 of this Circular.
- 1.2 The purpose of this Circular is to set out the rationale for, information pertaining to, the Proposed Share Consolidation and the Proposed Change of Auditors to be tabled at the EGM.

### 2. THE PROPOSED SHARE CONSOLIDATION

#### 2.1 The Proposed Share Consolidation

The Company proposes to undertake the Proposed Share Consolidation pursuant to which the Company will consolidate every twenty (20) existing Shares as at the Record Date into one (1) Consolidated Share.

Subject to Shareholders' approval being obtained for the Proposed Share Consolidation at the EGM, the Register of Members and the share transfer books will be closed on the Record Date to determine the entitlements of Shareholders to the Consolidated Shares. After the Record Date, every twenty (20) existing Shares registered in the name, or standing to the credit of the Securities Account, of each Shareholder or Depositor (as the case may be) as at the Record Date will be consolidated to constitute one (1) Consolidated Share, fractional entitlements to be disregarded.

Each Consolidated Share will rank *pari passu* in all respects with each other. With effect from 9.00 a.m. on the Effective Trading Day, trading in the Consolidated Shares will be in board lots of one hundred (100) Consolidated Shares.

Shareholders should note that the number of Consolidated Shares which they will be entitled to pursuant to the Proposed Share Consolidation, based on their holdings of the Shares as at the Record Date, will be rounded down to their nearest whole Consolidated Share and any fractions of Consolidated Shares arising from the Proposed Share Consolidation will be disregarded. All fractional entitlements arising from the implementation of the Proposed Share Consolidation will be dealt with in such manner as the Board may, in their absolute discretion, deem fit in the interests of the Company, including (a) disregarding the fractional entitlements, or (b) aggregating and selling the same and retaining the net proceeds for the benefit of the Company. Affected Shareholders will not be paid for any fractions of a Consolidated Share which are disregarded.

A Shareholder who holds less than twenty (20) existing Shares as at the Record Date will not be entitled to any Consolidated Shares and will no longer be a Shareholder upon completion of the Proposed Share Consolidation. Such Shareholders who wish to remain as Shareholders upon completion of the Proposed Share Consolidation are advised to purchase additional Shares so as to increase the number of Shares held to a multiple of twenty (20) existing Shares as at the Record Date.

Based on the holdings of the Shares as at the Latest Practicable Date, there are forty (40) affected Shareholders who would hold a fraction of a Consolidated Share upon completion of the Proposed Share Consolidation, with an aggregate of 22.6 Consolidated Shares affected by fractional entitlements. The Company will round down the shareholdings of the forty (40) affected Shareholders to the nearest whole Consolidation Share and the fractions of Consolidated Shares arising from the Proposed Share Consolidation will be disregarded.

Based on a search conducted with ACRA on the Latest Practicable Date, the Company has an issued and paid-up share capital of S\$181,674,662.13 comprising 3,571,389,593 Shares as at the Latest Practicable Date. The Company does not have any treasury shares.

The shareholding distribution of the Company as at the Latest Practicable Date is as follows:

Size of shareholdings	No. of Shareholders	%	No. of existing Shares	%
1 – 99	1	0.09	37	0.00
100 – 1,000	116	10.00	101,500	0.00
1,001 – 10,000	347	29.91	1,621,056	0.05
10,001 – 1,000,000	629	54.22	114,284,318	3.20
1,000,001 and above	67	5.78	3,455,382,682	96.75
<b>Total</b>	<b>1,160</b>	<b>100.00</b>	<b>3,571,389,593</b>	<b>100.00</b>

Assuming there will be no new Shares issued by the Company from the Latest Practicable Date up to the Record Date and no fractions of Consolidated Shares arising from the Proposed Share Consolidation, and subject to Shareholders' approval being obtained for the Proposed Share Consolidation, the Company will have an issued and paid-up share capital of S\$181,674,662.13 comprising 178,569,479 Consolidated Shares following the completion of the Proposed Share Consolidation.



For illustrative purposes only, the shareholding distribution of the Company following the completion of the Proposed Share Consolidation set out below have been prepared based on the following assumptions:

- (a) there will be no new Shares issued by the Company from the Latest Practicable Date up to the Record Date; and
- (b) the Company rounds down the shareholdings of the forty (40) Shareholders who would otherwise hold a fraction of a Consolidated Share to the nearest whole Consolidated Share.

<b>Size of shareholdings</b>	<b>No. of Shareholders</b>	<b>%</b>	<b>No. of Consolidated Shares</b>	<b>%</b>
1 – 99	122	10.52	5,423	0.00
100 – 1,000	424	36.55	152,669	0.09
1,001 – 10,000	390	33.62	1,858,232	1.04
10,001 – 1,000,000	217	18.71	19,032,315	10.66
1,000,001 and above	7	0.60	157,520,818	88.21
<b>Total</b>	<b>1,160</b>	<b>100.00</b>	<b>178,569,457</b>	<b>100.00</b>

**The Proposed Share Consolidation will have no impact on the dollar value of the issued and paid-up share capital of the Company. The Proposed Share Consolidation will not involve the diminution of any liability in respect of unpaid capital or the payment to any Shareholder of any paid-up capital of the Company, and has no effect on the equity of the Group.**

**Shareholders will not be required to make any payment to the Company in respect of the Proposed Share Consolidation. The Proposed Share Consolidation will not cause any changes to the percentage shareholding of each Shareholder, other than non-material changes due to rounding and the disregard of fractional entitlement.**

## 2.2 Rationale for the Proposed Share Consolidation

The Board believes that the Proposed Share Consolidation will generally be beneficial to the Company and its Shareholders having taken into consideration the following:

- (a) Reduction of volatility of the Share price

As share trading may involve certain minimum fixed expenses (such as minimum brokerage fees), trading in lowly-priced shares may translate to higher transaction costs, relative to the trading price, for each board lot of Shares. In addition, lowly-priced shares are generally more prone to speculation and market manipulation, which may result in share price volatility. The Board believes that the Proposed Share Consolidation will help to (i) reduce short-term Share price volatility and off-set the effects of short-term Share price speculation; (ii) reduce fluctuations in the Company's market capitalisation; and (iii) reduce the percentage transaction cost for trading in each board lot of Shares.

(b) Increase in the market interest and attractiveness of the Company and its Shares

The Proposed Share Consolidation will rationalise the share capital of the Company by reducing the number of Shares issued and outstanding. It is expected that, all other things being equal, the theoretical trading price and NTA of each Consolidated Share would be higher than the trading price and NTA of each existing Share following the decrease in the number of existing Shares in issue after the Proposed Share Consolidation. This may increase market interest and activity in the Shares, and generally make the Shares more attractive to investors, including institutional investors, thus providing a more diverse shareholder base.

The VWAP and the theoretical adjustment to the VWAP of the Company's Shares for the six (6)-month period up to and including the Latest Practicable Date are as follows:

Description	S\$
VWAP for the six (6)-month period up to and including the Latest Practicable Date	0.0224
Assuming the Proposed Share Consolidation was carried out prior to the six (6)-month period up to and including the Latest Practicable Date:	
Adjusted VWAP for the six (6)-month period up to and including the Latest Practicable Date	0.4473

**Shareholders should note however that there can be no assurance that the Proposed Share Consolidation will achieve the desired results as stated in this Section 2.2, nor is there assurance that such results (if achieved) can be sustained in the longer term.**

### 2.3 Financial Effects of the Proposed Share Consolidation

(a) Bases and Assumptions

The financial effects of the Proposed Share Consolidation are purely for illustrative purposes only and are neither indicative nor do they represent any projection of the financial performance or position of the Company and/or the Group following the completion of the Proposed Share Consolidation.

The financial effects of the Proposed Share Consolidation set out below have been prepared based on the latest audited financial results of the Group and the Company for the financial year ended 31 March 2021.

For illustrative purposes only, the financial effects of the Proposed Share Consolidation are computed based on, amongst others, the following assumptions:

- (i) for the purposes of illustrating the financial effects of the Proposed Share Consolidation, it is assumed that the renounceable non-underwritten rights issue announced by the Company on 23 March 2021 and completed on 1 June 2021 ("**Rights Issue**"), had been completed on 31 March 2021. For completeness, prior to the Rights Issue, the total issued and paid-up share capital and total issued Shares of the Company was S\$166,255,912 and 2,597,374,250 respectively. Based on a search conducted with ACRA on 1 June 2021, the total issued and paid-up share capital and total issued Shares of the Company immediately post completion of the Rights Issue, was S\$181,674,662.13 and 3,571,389,593 respectively;

- (ii) for the purposes of illustrating the financial effects of the Proposed Share Consolidation on share capital, gearing and NTA per Share, it is assumed that the Proposed Share Consolidation had been completed on 31 March 2021;
- (iii) for the purposes of illustrating the financial effects of the Proposed Share Consolidation on EPS of the Group, it is assumed that the Proposed Share Consolidation had been completed on 1 April 2020;
- (iv) the computations do not take into account any expenses that may be incurred in relation to the Proposed Share Consolidation; and
- (v) there will be no fractions of Consolidated Shares arising from the Proposed Share Consolidation.

(b) Financial Effects

(i) *Share Capital*

Assuming that the Proposed Share Consolidation is completed on 31 March 2021, the effect on share capital of the Company as at 31 March 2021 will be as follows:

	<b>As at 31 March 2021</b>	
	<b>Before the Proposed Share Consolidation</b>	<b>After the Proposed Share Consolidation</b>
Issued and paid-up share capital (S\$)	179,405,119	179,405,119
Number of Shares	3,571,389,593	178,569,479

(ii) *NTA Per Share*

Assuming that the Proposed Share Consolidation is completed on 31 March 2021, the effect on NTA per Share of the Company as at 31 March 2021 will be as follows:

	<b>As at 31 March 2021</b>	
	<b>Before the Proposed Share Consolidation</b>	<b>After the Proposed Share Consolidation</b>
NTA (S\$)	100,744,585	100,744,585
Number of Shares	3,571,389,593	178,569,479
NTA per Share (S\$ cents)	2.82	56.42

(iii) *EPS*

Assuming that the Proposed Share Consolidation is completed on 1 April 2020, the effect on share capital of the Company for FY2021 will be as follows:

	<b>For FY2021</b>	
	<b>Before the Proposed Share Consolidation</b>	<b>After the Proposed Share Consolidation</b>
Earnings attributable to Shareholders	(20,583,453)	(20,583,453)
Weighted average number of Shares for basic EPS	3,571,389,593	178,569,479
Weighted average number of Shares for diluted EPS	3,605,764,593	180,288,229
EPS – basic (S\$ cents)	(0.58)	(11.53)
– diluted (S\$ cents)	(0.57)	(11.42)

(iv) *Gearing*

The Proposed Share Consolidation will not have any effect on the gearing of the Company.

## 2.4 **Adjustments to Convertible Securities**

As at the Latest Practicable Date, 34,375,000 Options granted by the Company pursuant to the AMOS ESOS remain unexercised.

Under the terms of the AMOS ESOS, if, amongst others, a consolidation of Shares should take place, then the Exercise Price in respect of the Shares, class and/or number of Shares comprised in the Options to the extent unexercised and the rights attached thereto, may be adjusted in such manner as the Remuneration Committee may determine to be appropriate, including retrospective adjustments where such variation occurs after the date of exercise of an Option but the Record Date precedes such date of exercise, and upon the written confirmation of the Auditors that, in their opinion, such adjustment is fair and reasonable.

The adjustments to the Options will be effective on the date which the Company notifies each participant of the AMOS ESOS in writing informing him/her of the new Exercise Price thereafter in effect and the class and/or the number of Shares thereafter comprised in the Option so far as unexercised.

The Remuneration Committee has determined that following the Proposed Share Consolidation and based on the number of unexercised Options as at the Latest Practicable Date, adjustments shall be made to the number of Options and Exercise Price per Option as follows:-

Date of Grant	Expiry Date	Number of Options		Exercise Price per Option (S\$)	
		Before Adjustment	After Adjustment	Before Adjustment	After Adjustment
16 June 2021	16 June 2031	34,375,000	1,718,750	0.0230	0.4600

## 2.5 Conditions of the Proposed Share Consolidation

The implementation of the Proposed Share Consolidation is subject to, *inter alia*:

- (a) the receipt of in-principle approval of the SGX-ST for the listing and quotation of the Consolidated Shares on the Mainboard of the SGX-ST; and
- (b) the approval of Shareholders by ordinary resolution of the Proposed Share Consolidation at the EGM.

The SGX-ST had on 7 July 2021 granted its approval in principle for the listing and quotation of the Consolidated Shares on the SGX-ST subject to (i) Shareholders' approval being obtained at the EGM for the Proposed Share Consolidation and (ii) compliance with the SGX-ST's listing requirements.

Shareholders should take note that the in-principle approval of the SGX-ST relates only to the listing and quotation of the Consolidated Shares on the SGX-ST and is not to be taken as an indication of the merits of the Consolidated Shares, the Proposed Share Consolidation, the Company and/or its subsidiaries.

Subject to the approval of the Proposed Share Consolidation by Shareholders at the EGM, an announcement will be made by the Company in due course to notify Shareholders of the Record Date and the Effective Trading Date.

## 2.6 Updating of Register of Members and Depository Register

If the Shareholders approve the Proposed Share Consolidation at the EGM, the Register of Members of the Company and the Depository Register will be updated to reflect the number of Consolidated Shares held by Shareholders and Depositors (as the case may be) based on their shareholdings in the Company as at the Record Date. Trading will be in board lots of one hundred (100) Consolidated Shares on the Effective Trading Date.

- (a) Deposit of share certificates with CDP

If any Shareholder holds physical share certificates for the existing Shares in his own name ("**Old Share Certificates**") and wishes to deposit the same with CDP and have his Consolidated Shares (after the Proposed Share Consolidation) credited to his Securities Account maintained in CDP, he must deposit the Old Share Certificates with CDP, together with the duly executed instruments of transfer in favour of CDP, at least twelve (12) Market Days before the Record Date.

After the Record Date, CDP will only accept for deposit share certificates for Consolidated Shares (“**New Share Certificates**”). If any Shareholder wishes to deposit his New Share Certificates with CDP after the Record Date, he must first deliver his Old Share Certificates to the Share Registrar, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712, for cancellation and issuance of replacement New Share Certificates as described below. Upon receipt of the New Share Certificates in his name, the Shareholder may then proceed to deposit the New Share Certificates in his own name with CDP.

(b) Issue of New Share Certificates

If a Shareholder has deposited his Old Share Certificates with CDP at least twelve (12) Market Days before the Record Date, he need not take any action. The Company will arrange with CDP to facilitate the exchange of the New Share Certificates.

If a Shareholder has not deposited at least twelve (12) Market Days prior to the Record Date or does not wish to deposit his Old Share Certificates with CDP, he is advised to deliver all such Old Share Certificates to the Share Registrar as soon as possible after he has been notified of the Record Date, and preferably not later than five (5) Market Days after the Record Date for cancellation and exchange for New Share Certificates. The Share Registrar will not issue a receipt for the Old Share Certificates received. The New Share Certificates will be sent by ordinary mail to the Shareholder’s registered address at his own risk within ten (10) Market Days from the Record Date or the date of receipt of the Old Share Certificates, whichever is the later.

The New Share Certificates will not be issued to the Shareholder unless his Old Share Certificates have been tendered to the Share Registrar for cancellation. A Shareholder is to notify the Share Registrar if he has lost any of his Old Share Certificates or if there is any change in his address from that reflected in the Register of Members.

Shareholders are reminded to deliver their Old Share Certificates to the Share Registrar or the CDP in accordance with the provisions set out above only after the Company’s announcement of the Record Date.

(c) Share Certificates Not Valid for Settlement of Trades on the SGX-ST

Shareholders are reminded that their Old Share Certificates will not be valid for settlement of trading in Shares on the SGX-ST as the Company is under a book-entry (scripless) settlement system. After the date on which the Proposed Share Consolidation becomes effective, the Old Share Certificates will continue to be accepted by the Share Registrar for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period by the Share Registrar. The New Share Certificates will not be valid for delivery for trades done on the SGX-ST although they will continue to be *prima facie* evidence of legal title.

## 2.7 Trading Arrangement for the Consolidated Shares and for Odd Lots

### (a) Trading arrangements for the Consolidated Shares

Subject to Shareholders' approval for the Proposed Share Consolidation at the EGM, with effect from 9.00 a.m. on the Effective Trading Date, trading in the Consolidated Shares will be in board lots of one hundred (100) Consolidated Shares. Accordingly, every twenty (20) Shares as at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date will represent one (1) Consolidated Share with effect from 9.00 a.m. on the Effective Trading Date. Trading in the existing Shares will cease after 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date.

### (b) Trading arrangement for odd lots of Consolidated Shares

All fractional entitlements arising upon the implementation of the Proposed Share Consolidation will be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (a) disregarding the fractional entitlements, or (b) aggregating and selling the same and retaining the net proceeds for the benefit of the Company. Affected Shareholders will not be paid for any fractions of a Consolidated Share which are disregarded.

The existing Shares are currently traded in board lots of one hundred (100) Shares in the ready market. Following the Proposed Share Consolidation, the Securities Accounts of Shareholders may be credited with odd lots of Consolidated Shares (that is, lots other than board lots of one hundred (100) Consolidated Shares). Shareholders who receive odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade in odd lots on the SGX-ST should note that the SGX-ST Unit Share Market has been set up to allow trading in odd lots with a minimum size of one share on the SGX-ST. The SGX-ST Unit Share Market will enable trading in odd lots in any quantity less than one board lot of the underlying shares in the ready market.

Shareholders who continue to hold odd lots of less than one hundred (100) Consolidated Shares may find difficulty and/or have to bear disproportionate transaction costs in realising the fair market price of such Consolidated Shares.

## 3. PROPOSED CHANGE OF AUDITORS

### 3.1 Rationale

KPMG has served as the Auditors of the Company since 21 November 2018 and was re-appointed as Auditors at the last AGM of the Company held on 27 August 2020 to hold office until conclusion of the Company's next AGM. KPMG has informed the Company that they did not seek re-appointment upon their retirement at the 2021 AGM for commercial reasons. Furthermore, as part of the ongoing efforts of the Company to enhance its corporate governance and manage its overall business costs and expenses, the Board is also of the view that it would be appropriate and timely to effect a change of Auditors of the Company.

Following a review and evaluation of various audit firms which have experience in auditing publicly listed companies in Singapore, the Audit Committee had recommended that Baker Tilly be selected for the proposed appointment as Auditor of the Company. Baker Tilly was selected amongst various other audit firms which provided proposals to the Company, after taking into account, inter alia, the adequacy of the resources and experience of Baker Tilly, the audit engagement partner assigned to the audit, the other audit engagements of Baker Tilly, the Group's audit requirements and the number and experience of supervisory and professional staff to be assigned to the audit. The Board and the Audit Committee has also considered Audit Quality Indicators Disclosure Framework issued by ACRA in assessing the



suitability of the proposed appointment, and are of the opinion that Baker Tilly will be able to fulfil the audit requirements of the Company and the Group without compromising the standard and effectiveness of the audit of the Company and the Group. There will be no changes in the scope of the audit with the change in Auditors.

The quality and scope of the audit services to be provided by Baker Tilly will be comparable to those currently provided by KPMG and the audit fees proposed by Baker Tilly is expected to provide a cost savings of approximately S\$83,000 to the Company.

Baker Tilly had, on 8 July 2021, given its written consent to act as Auditors, subject to the approval from Shareholders at the EGM to be convened. Accordingly, the appointment of Baker Tilly as Auditors will only be effective upon the approval of Shareholders of the Proposed Change of Auditors at the EGM. Upon appointment, Baker Tilly will hold office as Auditors until conclusion of the next AGM of the Company.

In view of the above reasons, the Board is of the opinion that the Proposed Change of Auditors is in the best interests of the Company and the Shareholders. The Board wishes to highlight that the Proposed Change of Auditors is in no way the result of any disagreement with KPMG. The Directors wish to express their appreciation for the past services rendered by KPMG.

### **3.2 Information on Baker Tilly**

Baker Tilly 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 20 partners and a staff strength of about 300. It has significant experience acting as auditors for companies listed on the SGX-ST. Baker Tilly is an independent member of Baker Tilly International, which is globally one of the top 10 largest accounting and business advisory networks by combined revenue and with member firms in more than 148 territories.

For more information on Baker Tilly, please visit its website at the URL <https://www.bakertilly.sg/>.

Mr Low See Lien (“**Mr Low**”), a partner of Baker Tilly, will be the audit engagement partner assigned to the audit of the Group. Mr. Low is a member of the Institute of Singapore Chartered Accountants and a public accountant registered with ACRA. He has more than 20 years of experience in providing audit services to a variety of clients, including various companies listed on the SGX-ST which operate in the entertainment and construction industries. Mr Low had previously been subjected to the Practice Monitoring Programme review by ACRA and the Company noted that there is no adverse feedback from ACRA on Mr Low from previous exercises.

### **3.3 Requirements under Rule 715 of the Listing Manual**

In accordance with the requirements of Rule 715 of the Listing Manual, Baker Tilly and, where appropriate, independent members firms of Baker Tilly International, will be engaged to audit the financial statements of the Company, its Singapore-incorporated subsidiaries and its significant foreign-incorporated subsidiaries and associated companies. Accordingly, the Company confirms that Rule 715(2) of the Listing Manual has been or will be complied with.



### 3.4 Confirmations under Rule 1203(5) of the Listing Manual

In accordance with the requirements of Rule 1203(5) of the Listing Manual:

- (a) the outgoing Auditor, KPMG, has confirmed that it is not aware of any professional reasons why the new Auditor, Baker Tilly, should not accept appointment as Auditor of the Company;
- (b) the Company confirms that there were no disagreements with the outgoing Auditor, KPMG, on accounting treatments within the last twelve (12) months;
- (c) the Company confirms that, other than as set out above, it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders;
- (d) the Company confirms that there are no specific reasons for the Proposed Change of Auditors that ought to be brought to the attention of the Shareholders which has not been disclosed in this Circular. The Proposed Change of Auditors is neither due to any disagreement with KPMG nor the dismissal of KPMG; and
- (e) the Company confirms that it is or will be in compliance with Rule 712 and Rule 715 of the Listing Manual in relation to the appointment of Baker Tilly as the Auditor of the Company.

## 4. INTERESTS OF DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS

### 4.1 Interests of Directors and Substantial Shareholders

As at the Latest Practicable Date, based on the Register of Directors' shareholdings and the Register of Substantial Shareholders maintained by the Company, the interests in Shares held by the Directors and Substantial Shareholders of the Company are set out below.

Directors	Direct Interest		Deemed Interest	
	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>
Mr. Kyle Arnold Shaw, Jr ("Mr. Shaw")	–	–	2,875,168,327 <sup>(2)(3)</sup>	80.51
Mr. David Wood Hudson	–	–	–	–
Mr. Lim Shook Kong	–	–	–	–

  

Substantial Shareholders	Direct Interest		Deemed Interest	
	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>
PeakBayou Ltd.	2,320,062,556	64.96	–	–
Lighthouse Logistics Limited	555,105,771	15.54	–	–
Mr. Shaw	–	–	2,875,168,327 <sup>(2)(3)</sup>	80.51

#### Notes:

- (1) All references to percentage shareholding of the issued Shares of the Company in this Section 4.1 are rounded to the nearest two decimal places and based on the total issued Shares of the Company as at the Latest Practicable Date, being 3,571,389,593 Shares in issue.
- (2) Mr. Shaw is deemed interested in the Shares held by PeakBayou Ltd. Mr Shaw is the sole manager of ShawKwei Investments LLC, which is the sole general partner of Shaw Kwei Asia Value Fund 2017, L.P., which is in turn the sole shareholder of PeakBayou Ltd.
- (3) Mr. Shaw is deemed interested in the Shares held by Lighthouse Logistics Limited. Mr. Shaw is the director and shareholder of Shaw Kwei & Partners Ltd, which is the sole shareholder of Lighthouse Logistics Limited. Shaw Kwei & Partners Ltd, as the sole general partner, holds the shares of Lighthouse Logistics Limited on behalf of Asia Value Investment Fund 3, L.P.

#### **4.2 Interests in the Proposed Share Consolidation**

None of the Directors or Substantial Shareholders of the Company have any interest, direct or indirect, in the Proposed Share Consolidation (other than through their respective shareholdings in the Company).

#### **5. CONSENTS**

Each of KPMG and Baker Tilly has given and has not withdrawn its consent to the issue of this Circular with the inclusion of its name and all references thereto, in the form and context in which they appear in this Circular.

#### **6. AUDIT COMMITTEE'S STATEMENT**

The Audit Committee has reviewed the Proposed Change of Auditors, and taking into account the suitability of Baker Tilly, the Group's audit requirements and the requirements of the Listing Manual, recommends the proposed appointment of Baker Tilly as Auditors of the Company in place of the outgoing Auditors, KPMG.

#### **7. DIRECTORS' RECOMMENDATION**

Having considered the rationale and terms of the Proposed Share Consolidation and the Proposed Change of Auditors, the Directors are of the opinion that the Proposed Share Consolidation and the Proposed Change of Auditors is in the best interests of the Company, and accordingly, recommend that Shareholders vote in favour of the Proposed Resolution in respect of the Proposed Share Consolidation and the Proposed Change of Auditors as set out in the Notice of the EGM.

#### **8. EXTRAORDINARY GENERAL MEETING**

The EGM, notice of which is set out on pages N-1 to N-4 of this Circular, will be held by way of electronic means on 29 July 2021 at 11.00 a.m. or as soon thereafter following the conclusion or adjournment of the 2021 AGM to be held at 10.00 a.m. on the same day and by way of electronic means) for the purpose of considering and, if thought fit, passing with or without modifications, the Proposed Resolutions set out in the Notice of EGM.

In view of the safe distancing regulations to hold physical meetings and to minimise physical interactions and COVID-19 transmission risks, the Company will conduct its EGM by way of electronic means pursuant to the COVID-19 Order. Alternative arrangements have been put in place relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM. Please refer to paragraphs 3 to 6 of the Notice of EGM for further details on the alternative arrangements that have been put in place to allow Shareholders to participate in the EGM.

Shareholders should note that due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change the arrangements for the EGM at short notice. Shareholders are advised to check the Company's announcements on SGXNET for the latest updates on the status of the EGM.

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

### **9.1 Webcast**

In light of the COVID-19 situation and the prescribed guidelines issued by the Ministry of Health and legislative amendments and regulations under the COVID-19 Act, the Company will be restricting attendance in-person at the venue of the EGM. No Shareholders or their corporate representatives will be admitted. The Company will also broadcast the EGM via 'live' webcast. Shareholders will not be able to vote through the 'live' webcast. The only way for Shareholders to exercise their voting rights at the EGM is via proxy voting. As such, the Company would like to encourage Shareholders to appoint the Chairman of the EGM as proxy and direct the vote at the EGM. Please refer to the URL <https://complete-corp.com/amosgroup-agm/> and register by 11.00 a.m. on 26 July 2021 by completing the pre-registration form for the Company to authenticate your shareholder status. Further details on registration of participation in the EGM via 'live' webcast or phone can be found at the Company's website at <https://www.amosgroup.com/investor> or by contacting Complete Corporate Services Pte Ltd at +65 6329 2745 or via email to [amosgroup-agm@complete-corp.com](mailto:amosgroup-agm@complete-corp.com).

Shareholders may also submit questions related to the EGM to <https://complete-corp.com/amosgroup-agm/> or via email to Complete Corporate Services Pte Ltd at [amosgroup-agm@complete-corp.com](mailto:amosgroup-agm@complete-corp.com). All questions must be submitted as soon as possible and in any event, not later than 72 hours before the time appointed for the EGM. The Chairman of the EGM will raise these questions where appropriate during the EGM and the Company will publish the minutes of the EGM on SGXNET and on the Company's corporate website within one (1) month after the EGM, including responses from the Directors and management to substantial queries and relevant comments from Shareholders as recommended in the Code of Corporate Governance 2018.

### **9.2 Appointment of Proxies**

Shareholders should complete, sign and return the proxy form enclosed with the Notice of EGM in accordance with the instructions printed thereon by mail to the registered office of the Company at 156 Gul Circle, Singapore 629613 or by email to [amosgroup-agm@complete-corp.com](mailto:amosgroup-agm@complete-corp.com), as soon as possible and in any event, not later than 72 hours before the time fixed for the EGM.

### **9.3 When Depositor regarded as Shareholder**

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by CDP to the Company.

## **10. 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 Share Consolidation, the Proposed Change of Auditors, the Company and its subsidiaries, 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.

## 11. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 156 Gul Circle, Singapore 629613, during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the Constitution;
- (b) the 2021 Annual Report; and
- (c) the professional clearance letter issued by KPMG to Baker Tilly dated 8 July 2021; and
- (d) the letter of consent to act as Auditor issued by Baker Tilly to the Company dated 8 July 2021.

Yours faithfully,  
For and on behalf of the Board of Directors of  
**AMOS Group Limited**

Kyle Arnold Shaw, Jr.  
Executive Chairman

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### AMOS GROUP LIMITED

(Company Registration No.: 201004068M)  
(Incorporated in the Republic of Singapore)

This Notice has been made available on SGXNET and the Company's website at <https://www.amosgroup.com/investor>. A printed copy of this Notice will NOT be despatched to Shareholders.

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of the Company will be held via live webcast on 29 July 2021 at 11.00 a.m. (or as soon as practicable thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

*All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the Circular dated 14 July 2021 issued by the Company to the Shareholders.*

#### ORDINARY RESOLUTION 1: THE PROPOSED SHARE CONSOLIDATION

That:

- (a) the proposed consolidation of every twenty (20) Shares held by each Shareholder as at the Record Date into one (1) Consolidated Share in the manner set out in the Circular be and is hereby approved;
- (b) any fraction of a Consolidated Share which may arise from the Proposed Share Consolidation pursuant to paragraph (a) above shall be disregarded. All fractional entitlements arising from the implementation of the Proposed Share Consolidation will be dealt with in such manner as the Board may, in their absolute discretion, deem fit in the interests of the Company, including (i) disregarding the fractional entitlements, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company;
- (c) the Directors and any one of them be and are hereby authorised to fix the Record Date and the Effective Trading Date in their absolute discretion as they deem fit; and
- (d) the Directors and any one of them be and are hereby authorised and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Share Consolidation and/or this Ordinary Resolution.

#### ORDINARY RESOLUTION 2: PROPOSED CHANGE OF AUDITORS

That:

- (a) the resignation of Messrs KPMG LLP (“KPMG”) as Auditors be and is hereby noted and that Messrs Baker Tilly TFW LLP (“Baker Tilly”) having consented to act, be and is hereby appointed as Auditors in place of KPMG, to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms as may be agreed by the Directors of the Company with Baker Tilly; and

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (b) the Directors and any one of them be and are hereby authorised and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or this Ordinary Resolution.

By Order of the Board

Maureen Low  
Company Secretary

14 July 2021  
Singapore

**Notes:**

1. 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.
2. Due to the current COVID-19 restriction orders in Singapore, Shareholders will not be able to attend the EGM in person. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out below. Any reference to a time of day is made by reference to Singapore time.
3. Shareholders will be able to observe and/or listen to the EGM proceedings through a live audio-visual webcast via their mobile phones, tablets or computers. In order to do so, Shareholders must preregister at the Company's pre-registration website at the URL <https://complete-corp.com/amosgroup-agm/> from now till 26 July 2021, 11.00 a.m., to enable the verification of Shareholder's status.

Following the verification, authenticated Shareholders will receive an email, which will contain unique user ID and password details as well as instructions on how to access the live audio-visual webcast of the EGM proceedings, by 28 July 2021, 12 noon. Shareholders who do not receive an email by 28 July 2021, 12 noon, but have registered by the 26 July 2021 deadline should contact the Company's Polling Agent, Complete Corporate Services Pte. Ltd. at +65 6329 2745 or via email to [amosgroup-agm@complete-corp.com](mailto:amosgroup-agm@complete-corp.com).

4. Shareholders may also submit questions related to the resolutions to be tabled for approval at the EGM to the Chairman of the EGM, in advance of the EGM. In order to do so, their questions must be submitted in the following manner by 26 July 2021, 11.00 a.m.:
  - (a) if submitted electronically, be submitted:
    - (i) via the Company's pre-registration website at the URL <https://complete-corp.com/amosgroup-agm/>; or
    - (ii) via email to the Company's Polling Agent, Complete Corporate Services Pte. Ltd., at [amosgroup-agm@complete-corp.com](mailto:amosgroup-agm@complete-corp.com); or

(b) if submitted by post, be deposited at the office of the Company, at 156 Gul Circle, Singapore 629613.

Shareholders who submit questions via email or by post to the Company must provide the following information:

- (1) the Shareholder's full name;
- (2) NRIC/Passport Number/Company Registration No. (last 4 digits);
- (3) the Shareholder's address; and
- (4) the manner in which the Shareholder holds Shares in the Company (e.g., via CDP, scrip, CPF or SRS).

The Company will endeavour to address all substantial and relevant questions submitted in advance of the EGM prior to or during the EGM. The Company will publish the responses to the substantial and relevant questions together with the EGM Results on SGXNET. The minutes will also include the responses to the substantial and relevant questions which are addressed during the EGM.

Shareholders will not be able to ask questions at the EGM live during the webcast, and therefore it is important for Shareholders who wish to ask questions to submit their questions in advance of the EGM.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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5. If a Shareholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM.

In appointing the Chairman of the EGM as proxy, a Shareholder must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

6. The Proxy Form must be submitted to in the following manner:

(a) if submitted by post, be lodged at the registered office of the Company at 156 Gul Circle, Singapore 629613; or

(b) if submitted electronically, be submitted via email to [amosgroup-agm@complete-corp.com](mailto:amosgroup-agm@complete-corp.com),

in either case, by 26 July 2021, 11.00 a.m., being 72 hours before the time fixed for the EGM.

A Shareholder who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before sending it by email to the email address provided above.

In view of the Covid-19 restriction orders in Singapore and the related safe distancing measures which may make it difficult for Shareholders to submit completed Proxy Forms by post, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

7. A Shareholder who is a Relevant Intermediary entitled to vote at the EGM must appoint the Chairman of the EGM to attend and vote instead of the Shareholder. Shareholders who hold shares through Relevant Intermediaries, including CPF and SRS investors, and who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through live audio-visual webcast; (b) submitting questions in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should contact the Relevant Intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks or SRS Operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

In addition, CPF and SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 19 July 2021, 5.00 p.m., being seven (7) working days before the date of the EGM.

“Relevant Intermediary” has the meaning ascribed to it in Section 181 of the Companies Act (Chapter 50) of Singapore:

(a) a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and 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 (Cap. 289) and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

8. The Chairman of the EGM, as proxy, need not be a Shareholder of the Company.

9. Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change the arrangements for the EGM at short notice. Shareholders are advised check the announcement on SGXNET for the latest updates on the status of the EGM.

### PERSONAL DATA PRIVACY

Where a Shareholder 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 Shareholder (i) consents to the collection, use and disclosure of the shareholder'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 Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder 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, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.



## PROXY FORM

### AMOS GROUP LIMITED

(Company Registration No. 201004068M)  
(Incorporated in the Republic of Singapore)

### PROXY FORM EXTRAORDINARY GENERAL MEETING

(Please see notes overleaf before completing this Form)

#### IMPORTANT

1. The EGM (as defined below) 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.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Notice of EGM.
3. Due to the current COVID-19 restriction orders in Singapore, Shareholders will not be able to attend the EGM in person. If a Shareholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM.
4. If a CPF or SRS investor wishes to appoint the Chairman of the EGM as proxy, he/she should approach their respective CPF Agent Banks or SRS Operators to submit his/her votes by 19 July 2021, 5.00 p.m., being seven (7) working days before the date of the EGM.
5. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the EGM as a member's proxy to attend, speak and vote on his/her/its behalf at the EGM.

I/We \_\_\_\_\_ (Name)

NRIC/Passport/Company Registration No. \_\_\_\_\_

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

being a member/members\* of **AMOS GROUP LIMITED** (the "**Company**") hereby appoint the Chairman of the Extraordinary General Meeting (the "**EGM**") as my/our\* proxy to attend and vote for me/us\* on my/our\* behalf at the EGM of the Company to be held by way of electronic means on Thursday, 29 July 2021 at 11.00 a.m. or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at any adjournment thereof. I/We\* direct my/our\* proxy/proxies\* to vote for, against or abstain from voting on the Resolutions proposed at the EGM as indicated hereunder. **If no specific direction as to voting is given for any particular resolution or in the event of any other matter arising at the EGM and at any adjournment thereof, the appointment of the Chairman of the EGM as my/our\* proxy will be treated as invalid for that particular resolution or for any other matter arising at the EGM and at any adjournment thereof.**

No.	Resolution	<sup>1</sup> Number of Votes 'For'	<sup>1</sup> Number of Votes 'Against'	<sup>1</sup> Number of Votes 'Abstain'
1.	<b>Ordinary Resolution 1</b> The Proposed Share Consolidation			
2.	<b>Ordinary Resolution 2</b> Proposed Change of Auditors			

1 If you wish to abstain or exercise all your votes 'For', 'Against' or 'Abstain', please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

Total Number of Shares Held

\_\_\_\_\_  
Signature(s) of Members(s)/Common Seal of Corporate Member

\* To delete as appropriate

All capitalised terms used in this Proxy Form which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Company's Circular to its Shareholders dated 14 July 2021.

**IMPORTANT: PLEASE READ NOTES OVERLEAF**



## Notes to the Proxy Form:

1. 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.
2. Due to the current COVID-19 restriction orders in Singapore, Shareholders will not be able to attend the EGM in person. If a Shareholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM as proxy, a Shareholder must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.
3. A Shareholder who is a Relevant Intermediary entitled to vote at the EGM must appoint the Chairman of the EGM to attend and vote instead of the Shareholder. Shareholders who hold shares through Relevant Intermediaries, including CPF and SRS investors, and who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through live audio-visual webcast; (b) submitting questions in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should contact the Relevant Intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks or SRS Operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

CPF and SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 19 July 2021, 5.00 p.m., being seven (7) working days before the date of the EGM.

“Relevant Intermediary” has the meaning ascribed to it in Section 181 of the Companies Act (Chapter 50) of Singapore:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and 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 (Cap. 289) and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. The Chairman of the EGM, as proxy, need not be a Shareholder of the Company.
  5. The instrument appointing the Chairman of the EGM as proxy (the “**Proxy Form**”) must be deposited in the following manner:
    - (a) if submitted by post, be lodged at the registered office of the Company at 156 Gul Circle, Singapore 629613; or
    - (b) if submitted electronically, be submitted via email to [amosgroup-agm@complete-corp.com](mailto:amosgroup-agm@complete-corp.com),

in either case, by 26 July 2021, 11.00 a.m., being 72 hours before the time fixed for the EGM.

A Shareholder who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before sending it by email to the email address provided above.

6. A Shareholder should insert the total number of shares held. If the Shareholder has Shares entered against his/her name in the Depository Register maintained by The Central Depository (Pte) Limited (“**CDP**”), he/she should insert that number of Shares. If the Shareholder has Shares registered in his/her name in the Register of Shareholders, he/she should insert that number of Shares. If the Shareholder has Shares entered against his/her name in the said Depository Register and registered in his/her name in the Register of Shareholders, he/she should insert the aggregate number of Shares. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by the Shareholder.
7. If the Shareholder is shown to not have any Shares entered against his/her name as at 72 hours before the time fixed for the EGM, the Proxy Form will be rejected.
8. The Proxy Form must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.

9. Where a Proxy Form is signed on behalf of the appointor by an attorney or a duly authorised officer, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must (failing previous registration with the Company) be lodged with the Proxy Form; failing which the instrument may be treated as invalid.
10. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on and/or attached to the Proxy Form. In addition, in the case of Shares entered in the Depository Register, the Managers may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by CDP to the Company.
11. All Shareholders will be bound by the outcome of the EGM regardless of whether they have attended or voted at the EGM.

**Personal data privacy:**

By submitting an instrument appointing the Chairman of the EGM as a proxy to vote at the EGM and/or any adjournment thereof, all Shareholders accept and agree to the personal data privacy terms set out in the Notice of EGM dated 14 July 2021.

