

ANNUAL GENERAL MEETING::VOLUNTARY

Issuer & Securities

Issuer/ Manager

ENGRO CORPORATION LIMITED

Security

ENGRO CORPORATION LIMITED - SG1H26001476 - S44

Announcement Details

Announcement Title

Annual General Meeting

Date & Time of Broadcast

03-Jun-2020 23:42:44

Status

New

Announcement Reference

SG200603MEETP1GU

Submitted By (Co./ Ind. Name)

Joanna Lim

Designation

Company Secretary

Financial Year End

31/12/2019

Event Narrative

| Narrative Type | Narrative Text |
|-----------------|---|
| Additional Text | Please refer to the following documents for more information: (1) Announcement on AGM on 25 June 2020 to be held by way of electronic means (2) Notice of AGM dated 15 April 2020 (3) Modified Proxy form (Please refer to (1) above for more details) |

Event Dates

Meeting Date and Time

25/06/2020 10:00:00

Response Deadline Date

22/06/2020 10:00:00

Event Venue(s)

Place

| Venue(s) | Venue details |
|----------|--|
| Meeting | The AGM will be held by way of electronic means, shareholders will not be able to attend the |

| | |
|-------|--|
| Venue | AGM in person. In particular, shareholders should refrain from going to the venue provided in the Notice of AGM dated 15 April 2020. |
|-------|--|

Attachments

 [Announcement%20on%20AGM%20on%2025%20Jun%202020.pdf](#)

 [Notice%20of%20AGM%20dated%2015%20April%202020.pdf](#)

 [Modified%20Proxy%20Form%202020.pdf](#)

Total size =548K MB



ENGRO CORPORATION LTD

(Registration no: 197302229H)

ANNUAL GENERAL MEETING ON THURSDAY 25 JUNE 2020 AT 10.00 A.M. TO BE HELD BY WAY OF ELECTRONIC MEANS

The Board of Directors (the “**Board**”) of EnGro Corporation Limited (the “**Company**”) refers to:

- (a) The Company’s Notice of Annual General Meeting (“**AGM**”) dated 15 April June 2020 (the “**Notice of AGM**”) convening the AGM to be held on Thursday, 25 June 2020 at 10.00 a.m.;
- (b) the Company’s announcement dated 15 April 2020 in relation to the issue of the Annual Report for the financial year ended 31 December 2019 (“**AR2019**”) and Addendum to Shareholders in relation to the Proposed Renewal of the Share Purchase Mandate dated 15 April 2020 (the “**Addendum**”);
- (c) the Company’s announcement dated 14 May 2020 in relation to the Revised AR2019 and Revised Addendum;
- (d) the COVID-19 (Temporary Measures) Act 2020 (the “**ACT 2020**”) passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, inter alia, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (e) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order 2020**”) which was gazetted on 13 April 2020, and which sets out the alternative arrangements in respect of, inter alia, general meetings of companies.

As highlighted in the Notice of AGM, the Company has been closely monitoring the constantly evolving COVID-19 situation, with a view to changing its AGM arrangements at short notice if necessary. In light of the foregoing authorities’ advisories and guidance and the evolving COVID-19 situation, the Company has determined that it would be in the interests of Shareholders to now make changes to the AGM arrangements.

- 1) **Date and time of AGM.** The Company therefore wishes to announce that pursuant to the Order 2020, the AGM will be convened and held on Thursday, 25 June 2020 at 10.00 a.m. by

way of electronic means (instead of by way of a physical meeting at the venue provided in the Notice of AGM) to transact the business set out in the AGM Notice. For the avoidance of doubt, there is no change to the date and time of the AGM as set out in the Notice of AGM.

2) Amended AGM Arrangements

- a) Electronic copies of the AR2019, Notice of AGM, the proxy form, the Addendum and the Request Form (the “AGM Documents”) have been made available on:
- (i) the SGX Website at the URL <https://www.sgx.com/securities/company-announcements/>;
 - (ii) the Company’s website below:
The Notice of AGM, proxy form at the URL <https://engro-global.com/news-and-announcements/>
The AR2019 and the Addendum at the URL <https://engro-global.com/annual-report/>;
and
 - (iii) the website set up for the purposes of the AGM, at the URL: <https://sg.conveneagm.com/engroagm2020> (the “EnGro AGM Website”)

Physical printed copies of these AGM Documents will **NOT** be despatched to shareholders. However, if shareholders still wish to receive physical printed copies of the AR2019 with the Addendum, the shareholder can submit the Request Form and return it to the Company by post. The AR2019 with the Addendum will be mailed to the shareholder within 14 working days upon receiving the request.

- b) The AGM will be held by way of electronic means (and not by way of a physical meeting at the venue originally stated in the Notice of AGM). Shareholders may participate at the AGM by appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM (and cannot appoint persons other than the Chairman of the Meeting as proxy). In this regard, the Company shall be entitled to, and will, treat all proxy forms received from Shareholders, as proxy forms appointing the Chairman of the Meeting as the Shareholders’ proxy to attend, speak and vote at the AGM in accordance with their specified instructions.

Shareholders should not physically attend the AGM at the original physical venue, and should note the amended AGM arrangements as explained in this announcement. A copy of the Notice of AGM, proxy form (modified to facilitate the alternative arrangements) and this announcement will be made available on the Company’s corporate website and will also be made available on the SGX website¹.

Shareholders who had already submitted valid proxy forms for the AGM previously do not have to submit proxy forms again provided that (a) they had indicated in their proxy forms how they wished to vote for or vote against or abstain from voting on each resolution; and (b) they do not withdraw the proxy form.

Submission by a shareholder of a valid proxy form appointing the Chairman of the Meeting as proxy by 10.00 a.m. on 22 June 2020 will supersede any previous instrument appointing a proxy(ies) submitted by that shareholder.

A shareholder may withdraw a proxy form which had previously been submitted by sending an email to the Company at ir@engro-global.com to notify the Company of the withdrawal, by 10.00 a.m. on 22 June 2020.

- 3) Pre-Registration to watch Live Webcast of Proceeding of AGM by 10.00 a.m. on 22 June 2020.** Shareholders are reminded that, due to the current COVID-19 restriction orders in Singapore, no physical attendance at the AGM is permitted. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the AGM by watching the AGM proceedings via Live Webcast. Shareholders who wish to watch the Live AGM Webcast must pre-register at the URL <https://sg.conveneagm.com/engroagm2020>, not less than 72 hours before the time fixed for the AGM on 25 June 2020. Following authentication of the Shareholders' status as shareholders, a unique link will be sent to the authenticated shareholders before the end-of-the day on 24 June 2020. The link will be used to access the AGM Webcast.

Shareholders may attend the AGM Webcast via your smart phones, tablets or computers.

Shareholders who wish to attend the AGM Webcast are reminded that the AGM is private. Invitations to attend the AGM Webcast shall not be forwarded to anyone who is not a Shareholder of the Company or who is not authorized to attend the AGM Webcast. Recording of the AGM Webcast in whatever form is also strictly prohibited.

Non CPFIS/SRS investors who held shares through Depository Agents ("DAs") must approach their respective DAs to indicate their interest to watch the Live AGM Webcast.

4) Pre-Submission of Questions

For the purpose of orderly proceeding of AGM, shareholders will not be able to ask questions at the Live AGM Webcast and therefore it is important for Shareholders to pre-register their participation in order to submit their questions related to the resolutions to be tabled for approval at the AGM at ir@engro-global.com or via the pre-registration website at the URL <https://sg.conveneagm.com/engroagm2020> in advance of the AGM and all questions must be submitted no later than 10.00 a.m. on 15 June 2020. The Company will endeavour to address substantial and relevant questions received from shareholders either during the AGM Webcast or through a SGXNet announcement after the AGM. The Company will publish the minutes of the AGM on the Company's corporate website and on SGXNet, and the minutes will include the responses to substantial and relevant questions from shareholders which are addressed during the AGM Webcast.

5) Submission of Proxy Voting by 10.00 a.m. on 22 June 2020

Shareholders will not be able to vote online on the resolutions to be tabled for approval at the AGM. Instead, if Shareholders (whether individual or corporate) wish to exercise their votes, they are reminded that they must submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf, giving specific instructions as to his/her manner of voting, or abstentions from voting in the proxy form attached to the Notice of AGM or download it from the Company's Announcement at SGXNet and submit the completed and signed proxy form either by:

- (i) Posting it to the registered office of the Company at 29 International Business Park, #08-05/06 Acer Building Tower B, Singapore 609923; or
- (ii) Emailing it to ir@engro-global.com

not less than seventy-two (72) hours before the time fixed for the AGM on 25 June 2020. Any incomplete proxy forms will be rejected by the Company.

For CPFIS or SRS investors who wish to appoint the chairperson as their proxy should approach their respective CPFIS Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM.

The Company seeks shareholders' understanding and cooperation to adhere to the measures taken by the Company with the constantly evolving COVID-19 situation. Shareholders are also advised to check on the Company's announcement on SGXNet for any changes or updates on this AGM, should there be any further measures recommended by the relevant authorities.

We wish to thank all Shareholders for your patience and co-operation in enabling us to hold the AGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

On behalf of the Board
EnGro Corporation Limited

Joanna Lim
Company Secretary
3 June 2020

¹ The Notice of AGM and proxy form may be accessed on the Company's corporate website at the URL <https://engro-global.com/news-and-announcements/> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of EnGro Corporation Limited (“**the Company**”) will be held at 25 International Business Park, German Centre, 5th floor, Singapore 609916 on Thursday, 25 June 2020 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2019, together with the Auditors’ Report thereon.

(Resolution 1)

2. To declare a first and final tax-exempt (1-tier) dividend of 2.5 cents per ordinary share for the financial year ended 31 December 2019.

(Resolution 2)

3(a) To re-elect Mr Tan Yok Koon who retires by rotation in accordance with Regulation 87 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director of the Company.

(Resolution 3)

3(b) To re-elect Mr Tan Soo Nan, who retires by rotation in accordance with Regulation 87 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director of the Company.

(Resolution 4)

*Mr Tan Soo Nan will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).* [See Explanatory Notes]

4. To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.

(Resolution 5)

AS SPECIAL BUSINESS

5. To approve the payment of Directors’ fees of S\$270,000 for the financial year ended 31 December 2019 (2018: S\$270,000).

(Resolution 6)

6. To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

6.1 Authority to allot and issue shares pursuant to the Share Issue Mandate

“That pursuant to Section 161 of the Companies Act, Chapter 50 and the Listing Rules of the SGX-ST, authority be and is hereby given to the Directors to:-

- (A) (i) issue shares in the capital of the Company (“**shares**”) whether by way of rights, bonus or otherwise, and /or
- (ii) make or grant offers, agreements or options (collectively “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

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

NOTICE OF ANNUAL GENERAL MEETING

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

provided that:

- (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time this Resolution is passed, after adjusting for:-
- (i) new shares arising from the conversion or exercise of any convertible securities which were issued and are outstanding or subsisting at the time this Resolution is passed;
 - (ii) new shares arising from exercising share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with the provisions of the Listing Manual of the SGX-ST; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;

and, in sub-paragraph (a) above and this sub-paragraph (b), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST;

- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

(unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier; or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments."

(Resolution 7)

- 6.2 Authority to grant options and to allot and issue shares under with the EnGro Corporation Limited 2011 Employees' Share Option Scheme (the "**ESOS 2011**")

"That authority be and is hereby given to the Directors of the Company to grant options in accordance with the provisions of the ESOS 2011 and to allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of options under the ESOS 2011, whether granted during subsistence of this authority or otherwise, provided always that the aggregate number of new shares to be allotted and issued pursuant to the ESOS 2011 and other share based schemes of the Company (which shall include the EnGro Performance Share Award Scheme) shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time."

(Resolution 8)

NOTICE OF ANNUAL GENERAL MEETING

6.3 Authority to grant awards and to allot and issue shares under the EnGro Performance Share Award Scheme (the “**EnGro PSA Scheme**”)

“That authority be and is hereby given to the Directors of the Company to grant awards in accordance with the provisions of the EnGro PSA Scheme; and to allot and issue from time to time such number of fully paid-up shares (“Shares”) as may be required to be delivered pursuant to the vesting of awards under the EnGro PSA Scheme, provided that the aggregate number of Shares over which awards may be granted under the EnGro PSA Scheme on any date, when aggregated with the number of new shares allotted and issued and/or to be allotted and issued and issued shares (including treasury shares) delivered and/or to be delivered, pursuant to awards granted under the EnGro PSA Scheme, and any shares subject to any other share option or share incentive schemes of the Company, shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST of the Company from time to time.”

(Resolution 9)

6.4 Proposed Renewal of the Share Purchase Mandate

“That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the “**Act**”), the exercise by the directors of all the powers of the Company to purchase or otherwise acquire from time to time issued ordinary shares in the capital of the Company (the “**Shares**”), not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:-
 - (i) on-market purchases (each a “**Market Purchase**”) on the SGX-ST; and/or
 - (ii) off-market purchases (each an “**Off-Market Purchase**”) effected in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution, and expiring on the earlier of:-
 - (i) the date on which the next AGM of the Company is held; or
 - (ii) the date by which the next AGM of the Company is required by law to be held; or
 - (iii) the date on which the purchases of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

- (c) in this Resolution:-

“**Prescribed Limit**” means 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of Shares as altered (excluding any subsidiary holdings and treasury shares that may be held by the Company from time to time). Any Shares which are held as treasury shares will be disregarded for the purpose of computing the 10% limit;

NOTICE OF ANNUAL GENERAL MEETING

“**Relevant Period**” means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or required by law to be held, whichever is the earlier, after the date of this Resolution; and “**Maximum Price**” in relation to a Share to be purchased or acquired, means an amount (excluding related brokerage, clearance fees, stamp duties, commission, applicable goods and services tax and other related expenses) not exceeding:-

- (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price,

where:-

“**Average Closing Price**” means the average of the closing market prices of a Share over the last 5 Market Days (“**Market Day**” being a day on which the SGX-ST is open for securities trading), on which transactions in the Shares were recorded, before the day on which the Market Purchase was made or, as the case may be, before the date of making an announcement by the Company of an offer for an Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant 5 Market Days and the day on which the Market Purchase was made; and

- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things as they and/or he may consider necessary, desirable, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.”

(Resolution 10)

- 7. To transact any other business that may properly be transacted at an AGM.

NOTICE OF BOOK CLOSURE AND DIVIDEND PAYMENT DATES

NOTICE IS ALSO HEREBY GIVEN that the Share Transfer Books and the Register of Members of the Company will be closed on 10 July 2020 for the preparation of dividend warrants for the proposed first and final tax-exempt (1-tier) dividend of 2.5 cents per ordinary share for the financial year ended 31 December 2019. Duly completed transfers received by the Company’s Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 up to 5.00 p.m. on 9 July 2020 will be registered to determine shareholders’ entitlement to the proposed dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 9 July 2020 will be entitled to the proposed dividend. The proposed dividend, if approved by shareholders at the forthcoming AGM, will be paid on 23 July 2020.

By Order of the Board

Joanna Lim
Company Secretary

15 April 2020

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES

In relation to Ordinary Resolutions 3 and 4 proposed in items 3(a) and 3(b) above, the detailed information on Mr Tan Yok Koon and Mr Tan Soo Nan are set out in the section entitled “Board of Directors”, Table 3 in the Corporate Governance Report and “Additional Information on Directors Seeking Re-election” of the Company’s 2019 Annual Report.

Mr Tan Yok Koon is the brother of Mr Tan Cheng Gay (Chairman/CEO and substantial shareholder of the Company) and Mr Tan Chin Hoon (a substantial shareholder of the Company).

Mr Tan Soo Nan has no shareholdings in the Company and its related corporations, and has no relationships with the Company, its substantial shareholders or its officers. Mr Tan Soo Nan is considered independent by the Board.

STATEMENT PURSUANT TO REGULATION 57(3) OF THE COMPANY’S CONSTITUTION

The effect of the resolutions under the heading “Special Business” in this Notice of Annual General Meeting are:-

Ordinary Resolution 6

Resolution 6 is to approve the payment of Directors’ fees for the financial year ended 31 December 2019.

Ordinary Resolution 7

Resolution 7 proposed in item 6.1 above, if passed, will empower the Directors of the Company (unless varied or revoked by the Company in general meeting) from the date of this AGM until the date of the next AGM, or the date by which the next AGM is required by law to be held, whichever is the earlier, to issue shares and to make or grant instruments (such as warrants or debentures) convertible into shares and issue shares in pursuance of such instruments. The number of shares (including shares to be issued in pursuance of instruments made or granted) that the Directors of the Company may issue under Resolution 7 shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time of the passing of Resolution 7, of which up to 20% may be issued other than on a pro rata basis to the shareholders. The aggregate number of shares which may be issued shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time that Resolution 7 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time that Resolution 7 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

Ordinary Resolution 8

Resolution 8 proposed in item 6.2 above, if passed, will authorise the Directors of the Company to allot and issue shares upon the exercise of such options granted under the ESOS 2011 in accordance with the rules of the ESOS 2011, provided always that the aggregate number of Shares (comprising new Shares and/or treasury Shares) to be delivered pursuant to the ESOS 2011, when added to the number of new Shares issued and issuable and the number of treasury Shares delivered in respect of all other share schemes or share plans of the Company (if any), shall not exceed 15% of the total issued share capital of the Company (excluding treasury Shares and subsidiary holdings) from time to time.

Ordinary Resolution 9

Resolution 9 proposed in item 6.3 above, if passed, will authorise the Directors of the Company to grant awards and to allot and issue new Shares pursuant to the EnGro PSA Scheme, provided that the aggregate number of Shares over which awards may be granted under the EnGro PSA Scheme on any date, when aggregated with the number of new shares allotted and issued and/or to be allotted and issued and issued shares (including treasury shares) delivered and/or to be delivered, pursuant to awards granted under the EnGro PSA Scheme, and any shares subject to any other share option or share incentive schemes of the Company, shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.

NOTICE OF ANNUAL GENERAL MEETING

ORDINARY RESOLUTION 10

Resolution 10 proposed in item 6.4 above, if passed, will empower the Directors of the Company to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to 10% of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) in capital of the Company at the Maximum Price. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Purchase Mandate on the audited consolidated financial statements of the Company and its subsidiaries for the financial year ended 31 December 2019 are set out in greater detail in the Addendum in relation to the proposed renewal of the Share Purchase Mandate.

Notes:

- (1) A member of the Company who is not a relevant intermediary is entitled appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (2) Any member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
- (3) A proxy need not be a member of the Company.

“**Relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.
- (4) The instrument appointing proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or duly certified copy thereof, must be deposited at the registered office of the Company at 29 International Business Park, #08-05/06 Acer Building Tower B, Singapore 609923 not less than 72 hours before the time appointed for the holding of the AGM.

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the personal data of the member 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the proxy(ies) and/or representative(s) of the member 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 breach of warranty of the member.

Notice from the Company on the Novel Coronavirus (COVID-19):

The Company is closely monitoring the COVID-19 situation, including any precautionary measures which may be required or recommended by government agencies to minimise the risk of spread of the Novel Coronavirus. In light of the evolving situation, it may in any case be necessary to change the arrangements for this year's AGM. The Company reserves the right to take measures as appropriate in order to minimise any risk to the shareholders and others attending the AGM. In the event such measures are adopted, the Company will make announcements as appropriate.

ENGRO CORPORATION LIMITED

(Company Registration No. : 197302229H)

(Incorporated in the Republic of Singapore)

PROXY FORM ANNUAL GENERAL MEETING

This proxy form has been made available on SGXNet, the Company's website (<https://engro-global.com/news-and-announcements/>) and at another website that facilitates participation in the Company's electronic AGM (<https://sg.conveneagm.com/engroagm2020>). A physical printed copy of this proxy form will **NOT** be despatched to members.

Important:

1. Relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore (the "Companies Act") may appoint more than two proxies to attend, speak and vote at the Annual General Meeting.
2. For CPFIS/SRS investors who have used their CPF/SRS monies to buy EnGro Corporation Limited shares, this form of proxy is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPFIS/SRS investors should contact their respective Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.
3. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 15 April 2020.

*I / We, _____ (Name) _____ (NRIC/Passport no.)
of _____ (Address)

being *a member/members of EnGro Corporation Limited (the "**Company**"), hereby appoint the **Chairman of the Meeting** as my/our proxy to attend, speak and vote for me/us on *my/our behalf at the Annual General Meeting of the Company to be held by electronic means on Thursday, 25 June 2020 at 10:00 a.m., and at any adjournment thereof.

*I/We direct *my/our proxy to vote for or against, or abstain from voting on, the Ordinary Resolutions to be proposed at the Annual General Meeting as indicated hereunder.

In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.

| No | Ordinary Resolutions | For** | Against** | Abstain** |
|----|--|-------|-----------|-----------|
| 1 | To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2019 together with the Auditors' Report thereon. | | | |
| 2 | To declare a first and final tax-exempt (1-tier) dividend of 2.5 cents per ordinary share for the financial year ended 31 December 2019. | | | |
| 3 | To re-elect Mr. Tan Yok Koon as a Director (Retiring under Regulation 87). | | | |
| 4 | To re-elect Mr. Tan Soo Nan as a Director (Retiring under Regulation 87). | | | |
| 5 | To re-appoint Messrs KPMG LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. | | | |
| 6 | To approve the payment of Directors' fees of S\$270,000 for the financial year ended 31 December 2019 (2018: S\$270,000). | | | |
| 7 | To authorise the Directors to allot and issue shares pursuant to the Share Issue Mandate. | | | |
| 8 | To authorise the Directors to grant options and to allot and issue shares under EnGro ESOS 2011. | | | |
| 9 | To authorise the Directors to grant share awards and to allot and issue shares under the EnGro PSA Scheme. | | | |
| 10 | To approve the proposed renewal of the Share Purchase Mandate. | | | |

* Delete where applicable.

** Voting will be conducted by poll. If you wish your proxy to cast all your votes 'For' or 'Against' a resolution, please tick [√] in the 'For' or 'Against' box provided. Alternatively, please indicate the number of votes 'For' or 'Against' each resolution. If you wish your proxy to abstain from voting on a resolution, please tick [√] in the 'Abstain' box. Alternatively, please indicate the number of shares that your proxy is directed to abstain from voting.

Dated this _____ day of _____ 2020

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

Signature(s) of Member(s)/Common Seal

IMPORTANT. Please read the notes overleaf carefully before completing the Proxy Form.

Notes:-

1. A member will not be able to attend the Annual General Meeting in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the Annual General Meeting, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting. In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or duly authorised officer.
4. The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or a duly certified copy thereof (failing previous registration with the Company), must be submitted in the following manner:
 - (a) if submitted by post, be lodged with the registered office of the Company at 29 International Business Park, #08-05/06 Acer Building Tower B, Singapore 609923; or
 - (b) if submitted electronically, be submitted via email to the Company's email address at ir@engro-global.comin either case, by 10.00 a.m. on 22 June 2020.
5. A member of the Company should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members of the Company, he 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 member of the Company.
6. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 15 April 2020.

Fold along this line

**Please Affix
Postage Stamp
Here**

**The Company Secretary
ENGRO CORPORATION LIMITED
29 International Business Park
#08-05/06 Acer Building Tower B
Singapore 609923**

Fold along this line