

**APPENDIX TO NOTICE OF ANNUAL GENERAL MEETING DATED 11 APRIL 2017**

This Appendix is circulated to Shareholders of Mewah International Inc. (the "Company") together with the Company's Annual Report. Its purpose is to provide Shareholders with the relevant information relating to, and to seek Shareholders' approval for the renewal of the Shareholders' Mandate to be tabled at the Annual General Meeting ("AGM") of the Company to be held on 27 April 2017 at 10.30 a.m. at Genting 1 Ballroom, Level 1, Genting Hotel Jurong, 2 Town Hall Link, Singapore 608516.

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

The Singapore Exchange Securities Trading Limited takes no responsibility for the correctness of any of the statements made, reports contained/referred to, or opinions expressed in this Appendix.



**Mewah International Inc.**

(Incorporated in Cayman Islands)  
(Company Registration No: CR-166055)

**APPENDIX TO NOTICE OF ANNUAL GENERAL MEETING**

in relation to

**THE PROPOSED RENEWAL OF THE SHAREHOLDERS' MANDATE FOR  
INTERESTED PERSON TRANSACTIONS**

## DEFINITIONS

In this Appendix, the following definitions apply throughout unless otherwise stated:

“AGM”	The annual general meeting of the Company
“Board”	The Board of Directors of the Company
“Company” or “MII”	Mewah International Inc.
“Directors”	The Directors of the Company for the time being
“Group” or “Mewah Group”	The Company and its subsidiaries
“Listing Manual”	The listing manual of the SGX-ST, including any amendments made thereto up to the date of this Appendix
“NTA”	Net tangible assets
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Shares”	Ordinary shares in the share capital of the Company
“Shareholders”	Registered holders for the time being of Shares, except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, mean the Depositors whose Securities Account are credited with Shares
“Shareholders’ Mandate”	A general mandate to authorise the Company to enter into transactions with its Interested Persons as defined in the Appendix hereto for the purposes of Chapter 9 of the Listing Manual
“Substantial Shareholders”	A person (including a corporation) who has an interest in not less than five per cent of the issued voting shares of the Company
“%” or “per cent”	Per centum or percentage

## APPENDIX RELATING TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS

### 1. Chapter 9 of the Listing Manual

- 1.1. Chapter 9 of the listing manual (the "Listing Manual") of the Singapore Exchange Securities Trading Limited ("SGX-ST") governs transactions by a listed company, as well as transactions by its subsidiaries and associated companies that are considered to be at risk, with the listed company's interested persons. Whenever this Chapter applies to a transaction and the value of that transaction alone or on aggregation with other transactions conducted with the interested person during the financial year reaches, or exceeds certain materiality thresholds, the listed company is required to make an immediate announcement, or to make an immediate announcement and seek its shareholders' approval for that transaction.
- 1.2. Except for certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested persons and therefore are excluded from the ambit of Chapter 9 of the Listing Manual, immediate announcement and shareholders' approval would be required in respect of transactions with interested persons if certain financial thresholds (which are based on the value of the transaction as compared with the Group's latest audited consolidated NTA), are reached or exceeded. In particular, shareholders' approval is required for an interested person transaction of a value equal to, or which exceeds:
  - (i) 5% of the Group's latest audited consolidated NTA; or
  - (ii) 5% of the Group's latest audited consolidated NTA, when aggregated with other transactions entered into with the same interested person (as such term is construed under Chapter 9 of the Listing Manual) during the same financial year.
- 1.3. Based on the latest audited consolidated accounts of the Group for the financial year ended 31 December 2015, the consolidated NTA of the Group was US\$484.7 million. In relation to MII, and for the purposes of complying with Chapter 9, in the current financial year and until such time as the consolidated audited accounts of the Group for the financial year ended 31 December 2016 are published, 5% of the latest audited consolidated NTA of the Group would be US\$24.2 million.
- 1.4. Chapter 9 of the Listing Manual permits a listed company, however, to seek a general mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as purchase and sale of supplies and materials (but not in respect of purchase or sale of assets, undertakings or businesses) that may be conducted with the listed company's interested persons.
- 1.5. Under the Listing Manual:
  - (i) an "approved exchange" means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9;
  - (ii) "associate" means:
    - (a) in relation to any director, chief executive officer or Controlling Shareholder (being an individual)
      - his immediate family member (that is, the person's spouse, child, adopted child, step-child, sibling and parent);
      - the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
      - any company in which he and his immediate family together (directly or indirectly) have an interest of 30 per cent or more; and
    - (b) in relation to a Controlling Shareholder (being a company), any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30 per cent or more;
  - (iii) "control" means the capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company;
  - (iv) "Controlling Shareholder" means a person who:
    - (a) holds directly or indirectly 15 per cent or more of the total number of issued shares excluding treasury shares in the company (the SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder); or
    - (b) in fact exercises control over a company,

or such other definition as the SGX-ST may from time to time determine;

- (v) "entity at risk" means:
  - (a) the listed company;
  - (b) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or
  - (c) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries (the "listed group"), or the listed group and its interested person(s), has control over the associated company;
- (vi) (in the case of a company) an "interested person" means
  - (a) a director, chief executive officer or Controlling Shareholder of the listed company; or
  - (b) an associate of any such director, chief executive officer or Controlling Shareholder;
- (vii) an "interested person transaction" means a transaction between an entity at risk and an interested person;
- (viii) "transaction" includes the provision or receipt of financial assistance, the acquisition, disposal or leasing of assets, the provision or receipt of services, the issuance or subscription of securities, the granting, of or being granted options, and the establishment of joint ventures or joint investments, whether or not in the ordinary course of business, and whether or not entered into directly or indirectly.

## 2. Entities at risk

For the purposes of the Shareholders' Mandate, an "Entity at Risk" means:

- (i) the Company;
- (ii) a subsidiary of the Company that is not listed on the SGX-ST or an approved exchange; or
- (iii) an associated company of the Company that is not listed on the SGX-ST or an approved exchange, provided that the Group and its interested persons have control over the associated company. Currently, Mill do not have such associated companies.

(together, the "EAR Group").

## 3. Classes of Mandated Interested Persons

The Shareholders' Mandate will apply to Mewah Group's interested person transactions with Nature International Pte Ltd, Ecolex Sdn. Bhd., Choon Heng Transport & Warehousing Pte Ltd, Containers Printers Pte Ltd, Perfect Venue Sdn. Bhd., Capital Paradise Sdn. Bhd., Prelude Gateway Sdn. Bhd. and Anthola Insurance Agencies Sdn. Bhd., (each a "Mandated Interested Person").

Transactions with the Mandated Interested Persons that do not fall within the ambit of the Shareholders' Mandate shall be subject to the relevant provisions of Chapter 9 of the Listing Manual.

## 4. Mandated Transactions

The transactions with the Mandated Interested Persons that will be covered by the Shareholders' Mandate ("Mandated Transactions") relating to the provision to, or obtaining from the Mandated Interested Persons of products and services in the ordinary course of business of the Group or which are necessary for day-to-day operations (but not in respect of the purchase or sale of assets, undertakings or businesses that are not part of day-to-day operations) are as follows:

- (i) purchases of products such as palm stearin and packaging materials products from interested persons;
- (ii) obtaining services, including transportation and forwarding services, from interested persons;
- (iii) obtaining insurance and insurance related services from interested persons;
- (iv) sales of products such as palm stearin products and cooking oil to interested persons;
- (v) leasing of properties from interested persons for residential and industrial purposes, office and warehouses spaces; and
- (vi) provision or the obtaining of such other products and/or services which are incidental to or in connection with the provision or obtaining of products and/or services in sub-paragraphs (i) to (v) above.

## 5. Rationale for and benefits of the Shareholders' Mandate

- (i) The transactions with the Mandated Interested Persons are entered into or to be entered into by the Group in its ordinary course of business. They are recurring transactions that are likely to occur with some degree of frequency and may arise at any time and from time to time. The Directors believe that it will be beneficial to the Group to transact or continue to transact with the Mandated Interested Persons.
- (ii) The Shareholders' Mandate and the renewal of the Shareholders' Mandate on an annual basis will eliminate the need to convene separate general meetings from time to time to seek Shareholders' approval as and when potential interested person transactions with the Mandated Interested Persons arise, thereby reducing substantially the administrative time and expenses incurred to convene general meetings, without compromising its corporate objectives or adversely affecting the business opportunities available to the Group.
- (iii) The Shareholders' Mandate is intended to facilitate transactions in the ordinary course of business that are transacted from time to time with the Mandated Interested Persons, provided that they are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.
- (iv) Disclosure will be made in the format required by the Listing Manual, and to the extent required by the SGX-ST, of the aggregate value of interested person transactions conducted pursuant to the Shareholders' Mandate during the current financial year, and in the annual reports for the subsequent financial years during which a Shareholders' Mandate is in force.

## 6. Review Procedures and Threshold Limits for Interested Person Transactions

Audit Committee has oversight of all interested person transactions undertaken by the Group including the review of, and where required, approval of, such transactions. The Group has also established the procedures described below to ensure that the interested person transactions are undertaken on an arm's length basis and on normal commercial terms.

### 6.1. Review procedures

In general, the Group have established procedures to ensure that interested person transactions, including the Mandated Transactions with the Mandated Interested Persons, are undertaken on an arm's length basis consistent with the Group's usual business practices and policies and which are conducted on normal commercial terms not prejudicial to the interests of the Company, and on terms which are generally no more favourable to the interested person than those extended to or obtained from unrelated third parties.

In particular, the Group has implemented the following review procedures:

(i) *Purchase of products and obtaining of services from Mandated Interested Persons*

All procurement and purchases made by the Group of a recurring nature which are in the ordinary course of business of the Group or which are necessary for the day-to-day operations of the Group, including the Mandated Transactions with the Mandated Interested Persons, will be governed by internal control procedures, which detail matters such as the constitution of internal approving authorities, their approval limits, the number of vendors who provide the Group with quotes, and the review procedures.

The guiding principle is to objectively obtain the best goods and/or services on the best terms through competitive quotations, if appropriate. In determining whether the price and terms offered by interested persons are fair and reasonable, factors such as, but not limited to, delivery schedules, specification compliance, track record, experience and expertise, preferential rates, discounts and/or rebates offered for bulk purchases will be taken into consideration. In addition, each Interested Person Transaction entered into by the Group will be monitored as an individual transaction and based on the value of the transaction, will require the prior approval of a director or executive officer of the Group (not being an interested person or an associate) and who does not have any interest, whether direct or indirect, in relation to the transaction (the "Relevant Approving Authority") as follows:

Approval Limits	Approving Authority
Interested person transaction not exceeding US\$5 million in value	Chief Executive Officer or in the event that the Chief Executive Officer is the relevant interested person or an associate of a relevant interested person, any other Director who is not the relevant interested person or an associate of a relevant interested person
Interested person transaction above US\$5 million	Audit Committee

In the event that the Group cannot obtain competitive quotations (for instance, if there are no unrelated third party vendors of similar products and services (taking into account quantum, specifications and delivery schedules among others), or if the product is proprietary in nature), based on the value of the proposed interested person transaction, the corresponding Relevant Approving Authority as set out above (not being an interested person or his associate) and who does not have any interests, direct or indirect, in relation to the transaction, will determine whether the price and terms offered by the interested person are fair and reasonable.

(ii) *Sale of products to the Mandated Interested Persons*

All contracts entered into or transactions with the Mandated Interested Persons for the sale of products are to be carried out at the prevailing market rates, on terms which are no more favourable to the Mandated Interested Person than the usual commercial terms extended to unrelated third parties (including, where applicable, preferential rates, discounts and/or rebates offered for bulk purchases) or otherwise in accordance with applicable market norms. In addition, each interested person transaction entered into by the Group will be monitored as an individual transaction and based on the value of the transaction, will require the prior approval of the Relevant Approving Authority as follows:

Approval Limits	Approving Authority
Interested person transaction not exceeding US\$5 million in value	Chief Executive Officer or in the event that the Chief Executive Officer is the relevant interested person or an associate of a relevant interested person, any other Director who is not the relevant interested person or an associate of a relevant interested person
Interested person transaction above US\$5 million	Audit Committee

Where the prevailing market rates or prices are not available due to the product being sold, the pricing for such products to be sold to the Mandated Interested Persons will be determined in accordance with usual business practices and pricing policies, consistent with the usual margin to be obtained by the Group for the same or substantially similar type of contract or transaction with unrelated third parties taking into consideration factors such as, but not limited to, quantity, volume and consumption.

(iii) *Leasing property from the Mandated Interested Persons*

The Group intends to enter into certain transactions that are necessary for the day-to-day operations of the Group which include the leasing of property from Mandated Interested Persons. The Group will only lease or renew the existing leases with Mandated Interested Persons if the Group is satisfied that the rent payable to and from these Mandated Interested Persons is in line with prevailing market rental rates for comparable spaces. In addition, each interested person transaction entered into by the Group will be monitored as an individual transaction and based on the value of the transaction, will require the prior approval of a Relevant Approving Authority as follows:

Approval Limits	Approving Authority
Interested person transaction not exceeding US\$2 million in value	Chief Executive Officer or in the event that the Chief Executive Officer is the relevant interested person or an associate of a relevant interested person, any other Director who is not the relevant interested person or an associate of a relevant interested person
Interested person transaction above US\$2 million	Audit Committee

In the event that prevailing market rental rates are not available, whether due to the unavailability or impracticality of obtaining rental comparisons or otherwise, rent will be determined according to the Group's usual business practices and policies. In addition, based on the value of the proposed interested person transaction, the corresponding Relevant Approving Authority as set out above (not being an interested person or his associate and who does not have any interests, direct or indirect, in relation to the transaction), will determine whether the price and terms offered by the interested person are fair and reasonable.

(iv) *Non-recurring interested person transactions*

The Group may from time to time also enter into interested person transactions not covered in the above paragraphs and which do not form part of the Shareholders' Mandate. These transactions are not of a recurring nature or occur outside the ordinary course of business of the Group or may not be necessary for or part of the day-to-day operations of the Group. The Group intends to conduct these transactions in accordance with the Listing Manual, including the threshold, approval and

other requirements under Rules 905 and 906 of the Listing Manual. In the event these transactions require the approval of its Shareholders, additional information may be required to be presented to Shareholders and an independent financial advisor may be appointed for an opinion.

## **6.2. Other review procedures**

The Audit Committee will also review all interested person transactions including Mandated Transactions to ensure that the prevailing rules and regulations of the SGX-ST (in particular, Chapter 9 of the Listing Manual) are complied with. The Group has also implemented the following procedures to identify interested person transactions (including Mandated Transactions) and interested persons (including Mandated Interested Persons) and to record all the interested person transactions:

- (i) the Group will maintain a register of all transactions carried out with the interested persons including the Mandated Interested Persons (and the basis, including the quotations obtained to support such basis, on which these transactions are entered into, whether mandated or non-mandated); and
- (ii) on a quarterly basis, Chief Financial Officer will submit a report to the Audit Committee of all recorded interested person transactions, and the basis of such transactions, entered into by the Group. The Company's annual internal audit plan shall incorporate a review of all interested person transactions, including the established review procedures for the monitoring of such transactions including transactions with Mandated Interested Persons, whether they are new interested person transactions or existing interested person transactions that have been renewed or revised during the relevant financial year pursuant to the Shareholders' Mandate.

In addition, the Audit Committee shall also review from time to time such internal controls and review procedures for interested person transactions to determine if they are adequate and/or commercially practicable in ensuring that the transactions between the Group and interested persons are conducted on normal commercial terms and not prejudicial to the interests of the Company and the minority Shareholders. In conjunction with such review, the Audit Committee will also ascertain whether the established review procedures have been complied with. Further, if during these reviews the Audit Committee is of the view that the internal controls and review procedures for interested person transactions are inappropriate or not sufficient to ensure that the interested person transactions will be on normal commercial terms and not prejudicial to the interests of the Company and the minority Shareholders, the Audit Committee will (pursuant to Rule 920(1)(b)(iv) and (vii) of the Listing Manual) revert to the Shareholders for a fresh Shareholders' Mandate based on new internal controls and review procedures for transactions with the Mandated Interested Persons.

For the purposes of the above review of the internal controls and review procedures, any of the Directors or a member of the Audit Committee who is not considered independent will abstain from participating in the Audit Committee's review of the internal controls and review procedures. The Board of Directors and the Audit Committee will have overall responsibility for determining the review procedures with the authority to delegate to individuals or committees within the Group as they deem appropriate.

## **7. Audit Committee's Confirmation**

The Audit Committee, having considered the terms of the Shareholders' Mandate and the review procedures for interested person transactions, confirms that the methods and procedures for determining the transaction prices as set out in this Circular have not changed since the shareholders' approval obtained on 27 April 2016 and that the methods and procedures are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

If, during the periodic reviews by the Audit Committee, the Audit Committee is of the view that the established review procedures are inadequate or inappropriate to ensure that the interested person transactions will be on normal commercial terms, and will not be prejudicial to the interests of the Company and its minority Shareholders, or in the event of any amendment to Chapter 9 of the Listing Manual, it will in consultation with the Board, take such action as it deems proper in respect of such procedures and/or modify or implement such procedures as may be necessary and direct the Company to revert to Shareholders for a fresh mandate based on new guidelines and procedures for transactions with interested persons.

## **8. Validity Period of the Shareholders' Mandate**

If approved by Shareholders at the AGM, the Shareholders' Mandate will take effect from the date that such approval is obtained, and will (unless revoked or varied by the Company in general meeting) continue in force until the next AGM of the Company. Approval from Shareholders will be sought for the renewal of the Shareholders' Mandate at the next AGM or EGM and at each subsequent AGM or EGM of the Company, subject to satisfactory review by the Audit Committee of its continued application to transactions with interested persons.

## **9. Directors' and Substantial Shareholders' Interest**

Directors' and Substantial Shareholders' interests in the shares of the Company are presented in the "Directors' Report" section and "Statistics of Shareholdings" section of the Company's annual report respectively.

## **10. Disclosure in Financial Statements and Annual Report**

Disclosure will be made in the Company's financial statements for each of the first three quarters of its financial year, its full year financial statement and its annual report of the aggregate value of all Interested Person Transactions conducted with interested persons under the Shareholders' Mandate during the current financial year in accordance with the requirements of Chapter 9 of the Listing Manual.

## **11. Voting**

In accordance with the requirements of Chapter 9 of the Listing Manual, the interested person and their nominees will abstain from voting on the Ordinary Resolution relating to the renewal of the Shareholders' Mandate to be proposed at the AGM in respect of the Shares held by them respectively.

## **12. Directors' Recommendations**

The Directors who are considered independent for the purposes of the proposed renewal of the Shareholders' Mandate are Mr. Robert Loke Tan Cheng, Dr Foo Say Mui (Bill), Tan Sri Dato' Ir Muhammad Radzi Bin Haji Mansor, and Tan Sri Datuk Dr Ong Soon Hock (the "Independent Directors"). The Independent Directors are of the opinion that the proposed Shareholders' Mandate is in the best interests of the Company and accordingly recommend that Shareholders vote in favour of the Ordinary Resolution relating to the proposed renewal of the Shareholders' Mandate as set out in the Notice of AGM.

## **13. Approval and Resolution**

Your approval for the proposed renewal of Shareholders' Mandate is sought at the AGM.

## **14. Action to be Taken by Shareholders**

Shareholders who are in any doubt as to the action they should take, should consult their stockbrokers or other professional advisers immediately.

## **15. 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 renewal of Shareholders' Mandate for Interested Person Transactions, 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.

## **16. SGX-ST**

SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Appendix.



## **APPENDIX DATED 11 APRIL 2017**

This Appendix is circulated to the Shareholders of Mewah International Inc. (the "**Company**") together with the Company's Annual Report. Its purpose is to explain to Shareholders the rationale and provide information for the proposed renewal of the share purchase mandate to be tabled at the Annual General Meeting ("**AGM**") of the Company to be held on 27 April 2017 at 10.30 a.m. at Genting 1 Ballroom, Level 1, Genting Hotel Jurong, 2 Town Hall Link, Singapore 608516.

The Notice of AGM and Proxy Form are enclosed with the Annual Report.

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

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



**Mewah International Inc.**  
(Incorporated in the Cayman Islands)  
(Company Registration No.: CR-166055)

**APPENDIX IN RELATION TO THE PROPOSED RENEWAL OF THE  
SHARE PURCHASE MANDATE OF THE COMPANY**

## DEFINITIONS

In this Appendix, the following definitions apply throughout unless otherwise stated:

<b>"AGM"</b>	Annual General Meeting of the Company
<b>"Approval Date"</b>	Has the meaning ascribed to it in Paragraph 2.3.1 of this Appendix
<b>"Articles"</b>	The articles of association of the Company, as amended or modified from time to time
<b>"Annual Report"</b>	Annual Report of the Company
<b>"Cayman Companies Law"</b>	The Companies Law (as amended)
<b>"CDP"</b>	The Central Depository (Pte) Limited
<b>"Cheo Family Directors"</b>	Dr Cheo Tong Choon @ Lee Tong Choon, Ms Michelle Cheo Hui Ning and Ms Bianca Cheo Hui Hsin
<b>"Company"</b>	Mewah International Inc.
<b>"Companies Act"</b>	The Companies Act, Chapter 50 of Singapore, as amended or modified from time to time
<b>"Director"</b>	A director of the Company as at the date of this Appendix
<b>"Group"</b>	The Company and its subsidiaries (as defined in Section 5 of the Companies Act)
<b>"Latest Practicable Date"</b>	The latest practicable date prior to the printing of this Appendix being 13 March 2017
<b>"Listing Manual"</b>	The listing manual of the SGX-ST, as amended, modified, or supplemented from time to time
<b>"Market Day"</b>	A day on which the SGX-ST is open for trading of securities
<b>"Market Purchase"</b>	A market purchase transacted on the SGX-ST through the ready market, through one or more duly licensed dealers appointed by the Company for that purpose
<b>"Maximum Price"</b>	Has the meaning ascribed to it in Paragraph 2.3.4 of this Appendix
<b>"NTA"</b>	Net tangible assets
<b>"Notice of AGM"</b>	The notice of the AGM as set out on pages 130 to 135 of the Annual Report
<b>"Off-Market Purchase"</b>	A purchase or acquisition of the Shares (otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Cayman Companies Law and the Listing Manual
<b>"Proxy Form"</b>	The proxy form in respect of the AGM as set out in this Appendix
<b>"Relevant Period"</b>	Has the meaning ascribed to it in Paragraph 2.3.2 of this Appendix
<b>"SGX-ST"</b>	Singapore Exchange Securities Trading Limited
<b>"Share Purchase Mandate"</b>	The mandate to enable the Company to purchase or otherwise acquire its Shares, last approved by the Shareholders on 27 April 2016
<b>"Shareholders"</b>	Registered holders of Shares except that where the registered holder is CDP, the term "Shareholders" shall, in relation to such Shares, mean the Depositors to whose securities accounts maintained with CDP are credited with the Shares
<b>"Shares"</b>	Ordinary shares of USD0.001 each in the capital of the Company

<b>"SIC"</b>	Securities Industry Council
<b>"Substantial Shareholders"</b>	A person who has an interest or interests in voting Shares in the Company representing not less than 5% of all the voting Shares
<b>"Takeover Code"</b>	The Singapore Code on Take-overs and Mergers, as amended or modified from time to time
<b>"S\$" and "Singapore cents"</b>	Singapore dollars and cents, respectively
<b>"US\$" and "US cents"</b>	United States dollars and cents, respectively
<b>"%" or "per cent."</b>	Percentage or per centum

The terms "**Depositor**", "**Depository Agent**" and "**Depository Register**" shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore.

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

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted.

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

**MEWAH INTERNATIONAL INC.**

(Incorporated in the Cayman Islands)  
(Company Registration No.: CR-166055)

Directors:

Dr Cheo Tong Choon @ Lee Tong Choon  
(Chairman and Executive Director)  
Ms Michelle Cheo Hui Ning (Executive Director and Chief Executive Officer)  
Ms Bianca Cheo Hui Hsin (Executive Director and Chief Operation Officer)  
Ms Wong Lai Wan (Executive Director)  
Ms Leong Choi Foong (Executive Director)  
Dr Foo Say Mui (Bill) (Lead Independent Director)  
Mr Robert Loke Tan Cheng (Independent Director)  
Tan Sri Dato' Ir. Muhammad Radzi Bin Haji Mansor (Independent Director)  
Tan Sri Datuk Dr Ong Soon Hock (Independent Director)

Registered Office:

Harbour Place, 2nd Floor  
103 South Church Street  
P.O. Box 472  
George Town  
Grand Cayman,  
KY1-1106  
Cayman Islands

**11 April 2017**

To: The Shareholders of Mewah International Inc.

Dear Shareholders,

## **1. INTRODUCTION**

- 1.1 The Directors of the Company wish to seek Shareholders' approval for the proposed renewal of the Share Purchase Mandate at the AGM to be held on 27 April 2017 at 10.30 a.m. at Genting 1 Ballroom, Level 1, Genting Hotel Jurong, 2 Town Hall Link, Singapore 608516.
- 1.2 The purpose of this Appendix, to be circulated to Shareholders together with the Company's Annual Report, is to provide Shareholders with relevant information pertaining to the proposed renewal of the Share Purchase Mandate to be tabled at the AGM.

## **2. THE PROPOSED SHARE PURCHASE MANDATE OF THE COMPANY**

### **2.1 Background and Shareholders' Approval**

At the EGM of the Company held on 27 April 2016, Shareholders had approved a general and unconditional mandate to enable the Company to purchase or otherwise acquire its issued Shares (the "**Share Purchase Mandate**"). The Share Purchase Mandate will expire on the date of the forthcoming AGM to be held on 27 April 2017 and the Directors propose that the Share Purchase Mandate be renewed at the forthcoming AGM. If approved, the Share Purchase Mandate will take effect from the date of the AGM and continue in force until the conclusion of the next AGM or such date as the next AGM is required to be held, unless prior thereto, Share buybacks are carried out to the full extent mandated or the Share Purchase Mandate is revoked or varied by the Company in general meeting. The Share Purchase Mandate may be put to Shareholders for renewal at each subsequent AGM.

### **2.2 Rationale**

The Share Purchase Mandate will allow the Company the flexibility to purchase or acquire Shares if and when circumstances permit. Share purchases or acquisitions provide the Company and its Directors with an easy mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements in an expedient and cost-efficient manner. The purchase or acquisition of Shares may, depending on market conditions and funding arrangements, lead to an enhancement of the earnings per Share and/or NTA per Share.

Share purchases or acquisitions also allow the Company to exercise greater control over its share capital structure, dividend policy and cash reserves with a view to enhance the earnings per Share and/or NTA per Share. The Share Purchase Mandate will further give the Company the opportunity to purchase or acquire Shares when such Shares are undervalued and help to buffer short-term share price volatility and offset the effects of share price speculation, thereby boosting the confidence of the Shareholders, employees, lenders and other stakeholders.

If and when circumstances permit, the Directors will decide whether to effect the Share purchases or acquisitions via Market Purchases or Off-Market Purchases, after taking into account the amount of surplus cash available, the then prevailing market conditions and the most cost effective and efficient approach.

The Directors will only make purchases or acquisitions of Shares pursuant to the Share Purchase Mandate when they consider it to be in the best interests of the Company and in circumstances which they believe will not result in any material adverse effect on the financial position of the Company or the Group, or result in the Company being delisted from the SGX-ST.

## 2.3 Authority and Limits on the Share Purchase Mandate

The authority and limits placed on purchases of Shares by the Company under the Share Purchase Mandate, are summarised below:

### 2.3.1 Maximum Number of Shares

Only Shares which are issued and fully paid up may be purchased or acquired by the Company.

The total number of Shares that may be purchased or acquired under the Share Purchase Mandate will not exceed:

- (i) within any period of (6) six months, 1.5% of the issued Shares of the Company; and
- (ii) within the entire Relevant Period, 3% of the issued Shares of the Company,

as at the date of the AGM at which the renewal of the Share Purchase Mandate is approved (the "**Approval Date**"), unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Cayman Companies Law at any time during the Relevant Period or within any one (1) financial year of the Company, whichever is the earlier, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered. Any of the Company's Shares which are held as treasury shares will be disregarded for purposes of computing the 3% limit.

For illustrative purposes only, on the basis of 1,500,667,440 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued or cancelled on or prior to the AGM:

- (i) not more than 22,510,012 Shares (representing 1.5% of the issued share capital of the Company as at that date) may be purchased by the Company pursuant to the proposed Share Purchase Mandate within any period of (6) six months; and
- (ii) not more than 45,020,023 Shares (representing 3% of the issued share capital of the Company as at that date) may be purchased by the Company pursuant to the proposed Share Purchase Mandate during the duration referred to in paragraph 2.3.2 below. As at the Latest Practicable Date, the Company is not holding any Shares as treasury shares.

### 2.3.2 Duration of Authority

Share purchases or acquisitions pursuant to the Share Purchase Mandate may be made, at any time and from time to time, on and from the Approval Date, up to:

- (i) the conclusion of the next AGM of the Company; or
- (ii) the date on which the next AGM is required to be held; or
- (iii) the date on which such Share purchases or acquisitions are carried out to the full extent mandated; or
- (iv) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in a general meeting,

whichever is the earliest (the "**Relevant Period**").

### 2.3.3 Manner of Share Purchase

- (i) Share purchases or acquisitions may be made by way of a Market Purchase or an Off-Market Purchase.
- (ii) The Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Listing Manual and the Cayman Companies Law, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. However, an equal access scheme must satisfy all of the following conditions:
  - (a) offers under the scheme must be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
  - (b) all of those persons must have a reasonable opportunity to accept the offers made to them; and
  - (c) the terms of all the offers must be the same except that there shall be disregarded (1) differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements, (2) (if applicable) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid, and (3) differences in the offers introduced solely to ensure that each Shareholder is left with a whole number of Shares.
- (iii) If the Company wishes to make an Off-Market Purchase in accordance with an equal access scheme, the Company will issue an offer document to all Shareholders which shall contain at least the following information:
  - (a) the terms and conditions of the offer;
  - (b) the period and procedures for acceptances;
  - (c) the reasons for the proposed Share purchase or acquisition;
  - (d) the consequences, if any, of the Share purchases or acquisitions by the Company that will arise under the Takeover Code or other applicable take-over rules;
  - (e) whether the Share purchase or acquisition, if made, will have any effect on the listing of the Shares on the SGX-ST;
  - (f) details of any Share purchases or acquisitions made by the Company in the previous 12 months (whether Market Purchases or Off-Market Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
  - (g) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

### 2.3.4 Maximum Purchase Price

The purchase price per Share (excluding brokerage, commission, applicable goods and services tax and other related expenses) to be paid for Shares purchased or acquired pursuant to the Share Purchase Mandate will be determined by the Directors.

However, the purchase price to be paid for the Shares purchased or acquired pursuant to the Share Purchase Mandate must not exceed:

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

(the “**Maximum Price**”) in either case, excluding related expenses of the purchase.

For the above purposes:

“**Average Closing Price**” means the average of the closing market prices of the Shares over the last five (5) consecutive Market Days, on which transactions in the Shares were recorded, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five consecutive Market Days; and

“**date of the making of the offer**” means the date on which the Company announces its intention to make an offer for the purchase or acquisition of the Shares to holders of Shares, stating the purchase price (which shall not be more than the Maximum Price determined on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

## 2.4 Status of Purchased Shares

Under the Cayman Companies Law, a company may hold shares so purchased or acquired as treasury shares provided that:

- (i) the memorandum and articles of association of the company do not prohibit it from holding treasury shares;
- (ii) the relevant provisions of the memorandum and articles of association (if any) are complied with; and
- (iii) the company is authorised in accordance with the company's articles of association or by a resolution of the directors to hold such shares in the name of the company as treasury shares prior to the purchase, redemption or surrender of such shares.

### 2.4.1 Treasury Shares

Where Shares purchased or acquired by the Company are held as treasury shares, the Company shall be entered into its register of members as holding the treasury shares, but shall not be treated as a member of the Company for any purpose and shall not exercise any right, including voting and dividend rights, in respect of the treasury shares, and any purported exercise of such a right shall be void. A treasury share shall not be voted, directly or indirectly, at any meeting of the Company, and shall not be counted as issued Shares at any given time, whether for the purpose of the Company's Articles or the Cayman Companies Law. No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be made to the Company, in respect of a treasury share. However, notwithstanding the aforesaid, Shares may be allotted as fully paid bonus shares in respect of a treasury share and such Shares allotted as fully paid bonus shares in respect of a treasury share shall be treated as treasury shares. The Company may deal with treasury shares in any of the following ways:

- (i) cancel the treasury shares in accordance with the provisions of the Company's Articles or (in the absence of any applicable provisions in the Company's Articles) by a resolution of the Directors, and if so cancelled, the amount of the Company's issued share capital (but not the Company's authorised share capital) shall be diminished by the nominal or par value of those shares accordingly; or
- (ii) transfer the shares to any person, whether or not for valuable consideration (including at a discount to the nominal or par value of such shares).

Under the Listing Manual, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares (in each case, the "**usage**"). Such announcement must include details such as the date of the usage, the purpose of the usage, the number of treasury shares comprised in the usage, the number of treasury shares before and after the usage, the percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after the usage and the value of the treasury shares if they are used for a sale or transfer, or cancelled.

### 2.4.2 Cancellation of Shares

A Share purchased or acquired by the Company is, unless held as a treasury share in accordance with the Cayman Companies Law, treated as cancelled immediately on purchase or acquisition. On such cancellation, all rights and privileges attached to that Share will expire and the Company's issued share capital (but not its authorised share capital) shall be diminished by the nominal value of that Share. Accordingly, the total number of issued Shares, but not the Company's authorised share capital, will be diminished by the number of Shares purchased or acquired by the Company which are cancelled.

All Shares purchased or acquired by the Company and cancelled will be automatically delisted by the SGX-ST, and (where applicable) all certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following the settlement of any such purchase or acquisition of Shares.

## 2.5 Reporting Requirements

2.5.1 The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a Market Purchase, on the Market Day following the date of purchase or acquisition of any of its shares; and (b) in the case of an Off-Market Purchase, on the second Market Day after the close of acceptances of the offer for the Off-Market Purchase.

2.5.2 However, Article 3(2) of the Articles provides that the Company must make an announcement to the SGX-ST of any purchase or acquisition by the Company of its own Shares on the Market Day following the day of such purchase or acquisition.

2.5.3 The notification of such purchases or acquisitions to the SGX-ST shall be in such form and shall include such details as may be prescribed by the SGX-ST in the Listing Manual. The Company shall make arrangements with its stockbrokers to ensure that they provide the Company in a timely fashion with the necessary information which will enable the Company to make the notifications to the SGX-ST.

2.5.4 For an Off-Market Purchase, the Listing Manual requires that the listed company issue an offer document to all shareholders containing the information as set out in Paragraph 2.3.3(iii) above.

## 2.6 Sources of Funds

- 2.6.1 In purchasing or acquiring Shares, the Company shall only apply funds legally available in accordance with its Articles and any other applicable laws in Singapore and the Cayman Islands. Furthermore, the Company may not purchase or acquire its Shares on the SGX-ST in accordance with its Articles or for settlement otherwise than in accordance with the trading rules of the SGX-ST.
- 2.6.2 Pursuant to the Articles and the Cayman Companies Law, any payment made by the Company in consideration of the purchase or acquisition of its own Shares may only be made out of the profits of the Company, share premium, out of the proceeds of a fresh issue of Shares made for the purposes of the purchase or by a payment out of capital as the Board may determine in accordance with the provisions of the Cayman Companies Law. A payment out of capital by a Cayman Islands company for the purchase of its own shares is not lawful unless immediately following the date on which the payment out of capital is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. Apart from using its internal sources of funds, the Company may obtain or incur borrowings to finance its purchase or acquisition of Shares.
- 2.6.3 The Company will use internal resources or external borrowings or a combination of both to fund purchases of Shares pursuant to the Share Purchase Mandate. However, in considering the option of external financing, the Directors will consider particularly the prevailing gearing level of the Group. The Directors will only make purchases or acquisitions pursuant to the Share Purchase Mandate in circumstances which they believe will not result in any material adverse effect to the financial position of the Company or the Group.

## 2.7 Financial Impact

- 2.7.1 Under the Cayman Companies Law, Share purchases or acquisitions by the Company may be made out of the Company's capital or profits or share premium or the proceeds of a fresh issue of Shares made for that purpose.
- 2.7.2 Where the purchased or acquired Shares are cancelled, a reduction by the total amount of the purchase price paid by the Company for the Shares cancelled will be made to
- (i) the share capital of the Company where the Shares were purchased out of the capital of the Company;
  - (ii) the profits of the Company where the Shares were purchased out of the profits of the Company;
  - (iii) the share premium account where the Shares were purchased out of the share premium account of the Company; or
  - (iv) the share capital, share premium and profits of the Company proportionately where the Shares were purchased out of both the capital, share premium and profits of the Company.
- 2.7.3 The amount of funding required for the Company to purchase or acquire its Shares and the financial impact on the Company and the Group arising from purchases of Shares which may be made pursuant to the proposed Share Purchase Mandate will depend, *inter alia*, on the aggregate number of Shares purchased or acquired and the consideration paid at the relevant time.
- 2.7.4 The impact of purchases or acquisitions under the Share Purchase Mandate on net asset value per Share, earnings per Share and gearing of the Company and the Group will depend, *inter alia*, on the number of Shares purchased or acquired, the price at which they are purchased or acquired and the manner in which the purchase or acquisition is funded. It is therefore not possible to accurately calculate or quantify the impact at this point of time.
- 2.7.5 Based on the existing number of Shares of the Company as at the Latest Practicable Date, the proposed Share purchases or acquisitions by the Company of up to a maximum of 3% of its Shares under the Share Purchase Mandate will result in the purchase of up to 45,020,023 Shares.
- 2.7.6 In the case of Market Purchases by the Company, based on 1,500,667,440 Shares in issue as at the Latest Practicable Date and the assumption that, pursuant to the Share Purchase Mandate, the Company purchases the maximum number of 1,500,667,440 Shares at the Maximum Price of S\$0.3675 per Share (being the price equivalent to 5% above the Average Closing Price, which is assumed to be S\$0.35 per Share), the maximum amount of funds required for the purchase of 45,020,023 Shares (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) is approximately S\$16,544,858 or US\$11,651,309 (based on assumed exchange rate of US\$1:S\$1.42 at the time of purchase).
- 2.7.7 In the case of Off-Market Purchases by the Company, based on 1,500,667,440 Shares in issue as at the Latest Practicable Date and the assumption that, pursuant to the Share Purchase Mandate, the Company purchases the maximum number of 45,020,023 Shares at the Maximum Price of S\$0.42 per Share (being the price equivalent to 20% above the Average Closing Price, which is assumed to be S\$0.35 per Share), the maximum amount of funds required for the purchase of 45,020,023 Shares (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) is approximately S\$18,908,410 or US\$13,315,782 (based on assumed exchange rate of US\$1:S\$1.42 at the time of purchase).



2.7.8 On the basis of the assumptions set out above and the following:

- (a) the Share Purchase Mandate had been effective on 31 December 2016 and 45,020,023 Shares (representing 3% of the Shares in issue as at the Latest Practicable Date) were purchased and were (i) cancelled or (ii) held as treasury shares, on 31 December 2016; and
- (b) such Share purchase was financed solely by internal resources,

illustrations of the financial impact of Share purchases or acquisitions by the Company pursuant to the Share Purchase Mandate on the Group and the Company's audited financial statements for the financial year ended 31 December 2016 are set out below:

### Scenario A: Shares purchased and cancelled

	←	Group	→	←	Company	→
	Before	After	After Off-	Before	After	After Off-
	purchase	Market	Market	purchase	Market	Market
	US\$'000	purchase	purchase	US\$'000	purchase	purchase
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
<b>As at 31 December 2016</b>						
Share capital	1,501	1,456	1,456	1,501	1,456	1,456
Share premium	180,012	141,970	141,970	180,012	141,970	141,970
Other reserves	(85,133)	(58,697)	(60,362)	3,509	29,945	28,280
Retained earnings	392,380	392,380	392,380	90,754	90,754	90,754
Capital and reserves attributable to equity holders of the Company	488,760	477,109	475,444	275,776	264,125	262,460
Minority Interest	(2,711)	(2,711)	(2,711)	-	-	-
Total equity	486,049	474,398	472,733	275,776	264,125	262,460
Non-current assets	340,270	340,270	340,270	849	849	849
Current assets	636,722	625,071	623,406	275,894	264,243	262,578
Current liabilities	(432,774)	(432,774)	(432,774)	(310)	(310)	(310)
Non-current liabilities	(58,169)	(58,169)	(58,169)	(657)	(657)	(657)
Net assets (net of minority interest)	486,049	474,398	472,733	275,776	264,125	262,460
Total borrowings	225,865	225,865	225,865	-	-	-
Cash and cash equivalent	50,034	38,383	36,718	85	-	-
Profit after tax attributable to equity holders of the Company	20,801	20,801	20,801	n.m.	n.m.	n.m.
Number of Shares outstanding as at 31 December 2016 ('000)	1,500,667	1,455,647	1,455,647	1,500,667	1,455,647	1,455,647
Weighted average number of Shares outstanding during the year ended 31 December 2016 ('000)	1,500,667	1,500,667	1,500,667	1,500,667	1,500,667	1,500,667

### Financial Ratios

Net asset value per Share based on issued share capital as at 31 December 2016 (US cents per share)	32.57	32.78	32.66	18.38	18.14	18.03
Gearing (%)*	0.36	0.40	0.40	-	-	-
Earnings per Share based on weighted average number of shares (US cents per share)	1.39	1.39	1.39	n.m.	n.m.	n.m.

**Scenario B: Shares purchased and held as treasury shares**

	←	Group After Market	→	←	Company After Market	→
	Before purchase US\$'000	purchase US\$'000	After Off- Market purchase US\$'000	Before purchase US\$'000	purchase US\$'000	After Off- Market purchase US\$'000
<b>As at 31 December 2016</b>						
Share capital	1,501	1,456	1,456	1,501	1,456	1,456
Share premium	180,012	141,970	141,970	180,012	141,970	141,970
Treasury shares	-	45	45	-	45	45
Other reserves	(85,133)	(58,742)	(60,407)	3,509	29,900	28,235
Retained earnings	392,380	392,380	392,380	90,754	90,754	90,754
Capital and reserves attributable to equity holders of the Company	488,760	477,109	475,444	275,776	264,125	262,460
Minority Interest	(2,711)	(2,711)	(2,711)	-	-	-
Total equity	486,049	474,398	472,733	275,776	264,125	262,460
Non-current assets	340,270	340,270	340,270	849	849	849
Current assets	636,722	625,071	623,406	275,894	264,243	262,578
Current liabilities	(432,774)	(432,774)	(432,774)	(310)	(310)	(310)
Non-current liabilities	(58,169)	(58,169)	(58,169)	(657)	(657)	(657)
Net assets (net of minority interest)	486,049	474,398	472,733	275,776	264,125	262,460
Total borrowings	225,865	225,865	225,865	-	-	-
Cash and cash equivalent	50,034	38,383	36,718	85	-	-
Profit after tax attributable to equity holders of the Company	20,801	20,801	20,801	n.m.	n.m.	n.m.
Number of Shares outstanding as at 31 December 2016 ('000)	1,500,667	1,455,647	1,455,647	1,500,667	1,455,647	1,455,647
Weighted average number of Shares outstanding during the year ended 31 December 2016 ('000)	1,500,667	1,500,667	1,500,667	1,500,667	1,500,667	1,500,667

**Financial Ratios**

Net asset value per Share based on issued share capital as at 31 December 2016 (US cents per share)	32.57	32.78	32.66	18.38	18.14	18.03
Gearing (%)*	0.36	0.40	0.40	-	-	-
Earnings per Share based on weighted average number of shares (US cents per share)	1.39	1.39	1.39	n.m.	n.m.	n.m.

Notes:

\*Gearing (%) is defined as Total borrowings less Cash and cash equivalents divided by Total equity

Shareholders should note that the financial effects illustrated above are for illustrative purposes only. In particular, it is important to note that the above analysis is based on the latest audited financial statements of the Group and the Company as at 31 December 2016, and are not representative of the Group's future financial performance.

Although the Share Purchase Mandate would authorise the Company to buy back up to 3% of the Company's issued Shares, the Company may not necessarily buy back all 3% of the issued Shares in full.

## 2.8 Taxation

Shareholders who are in doubt as to their respective tax positions or tax implications of Share purchases or acquisitions by the Company, or who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.

## 2.9 Listing Status

2.9.1 The Company is required under Rule 723 of the Listing Manual to ensure that at least 10% of its Shares are in the hands of the public. The “**public**”, as defined under the Listing Manual, are persons other than (a) the Directors, chief executive officer and Substantial Shareholders, or controlling shareholders of the Company or its subsidiaries, and (b) the associates of such persons named in (a).

2.9.2 As at the Latest Practicable Date, there are 227,787,300 Shares in the hands of the public, representing 15.18% of the issued Shares of the Company. Assuming that the Company purchases its Shares up to the full 3% limit pursuant to the Share Purchase Mandate, the number of Shares in the hands of the public would be reduced to 182,767,277 Shares, representing 12.56% of the remaining issued Shares of the Company (on the assumption that the purchased Shares are cancelled and not held as treasury shares). As such, the Company will continue to remain in compliance with Rule 723 of the Listing Manual even if the Company purchases its Shares up to the full 3% limit pursuant to the Share Purchase Mandate.

2.9.3 In undertaking any purchases of its Shares, the Directors will use their best efforts to ensure that a sufficient number of Shares remain in public hands so that the share purchase(s) will not:

- (i) affect the listing status of the Shares on the SGX-ST;
- (ii) cause market illiquidity; or
- (iii) affect the orderly trading of the Shares.

2.9.4 While the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times, because a listed company would be regarded as an “**insider**” in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the proposed Share Purchase Mandate at any time after any matter of a price sensitive nature has occurred or has been the subject of a consideration and/or decision of the board of directors of the Company until the price sensitive information has been publicly announced. The Group has adopted a Best Practice Code – Trading in Company’s Securities. As per the policy, the Company, its Directors, its officers and all employees of the Group are prohibited from dealing in the Company’s shares during the period commencing two (2) weeks immediately preceding the announcement of the Company’s financial statements for each of the first three quarters of its financial year and one month immediately preceding the announcement of the Company’s financial statements for its annual (full-year) results, and ending one business day after the date of the announcement of the relevant results.

## 2.10 Implications under the Takeover Code

2.10.1 The resultant increase in the percentage of voting rights held by a Shareholder and persons acting in concert with him, following the purchase of Shares by the Company, will be treated as an acquisition for the purposes of Rule 14 of the Takeover Code (“**Rule 14**”). Consequently, depending on the number of Shares purchased by the Company and the total number of Shares issued by the Company at that time, a Shareholder or group of Shareholders acting in concert with each other could obtain or consolidate control of the Company and could become obliged to make an offer under Rule 14.

2.10.2 Under the Takeover Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal) co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate control of that company. Unless the contrary is established, the following persons, *inter alia*, will be presumed to be acting in concert:

- (i) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the foregoing companies, and any company whose associated companies include any of the foregoing companies;
- (ii) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts); and
- (iii) an individual, his close relatives, his related trusts and any person who is accustomed to act in accordance with his instructions, companies controlled by any of foregoing persons, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the aforesaid for the purchase of voting rights.

For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.

2.10.3 The circumstances under which Shareholders (including Directors) and persons acting in concert with them respectively will incur an obligation to make a general offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Rule 14 and Appendix 2 of the Takeover Code ("**Appendix 2**").

2.10.4 In general terms, the effect of Rule 14 and Appendix 2 is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a general offer under Rule 14 if, as a result of the Company purchasing or acquiring Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1% in any period of (6) six months.

2.10.5 Under Appendix 2, a Shareholder who is not acting in concert with the Directors will not be required to make a general offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30% or more, or if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of (6) six months. Such Shareholder need not abstain from voting in respect of the resolution authorising the proposed Share Purchase Mandate, unless so required under the Cayman Companies Law.

2.10.6 Shareholders (including Directors) and their concert parties who hold more than 50% of the Company's voting rights are under no obligation to make a general offer under Rule 14 if the voting rights of such Shareholders and their concert parties were to increase as a result of the Company purchasing or acquiring its Shares.

2.10.7 The interests of the Directors and Substantial Shareholders of the Company, and where applicable, their relationship with respect to each other, are set out in Paragraph 3 below.

2.10.8 Although the terms of the Share Purchase Mandate allow the Company to purchase up to 45,020,023 Shares (representing 3% of the issued share capital of the Company as at the Latest Practicable Date), such purchase of Shares would be further subject to a sub-limit of 22,510,012 Shares (representing 1.5% of the issued share capital of the Company as at the Latest Practicable Date) within any period of (6) six months.

2.10.9 Accordingly, based on the number of Shares held by the Directors and Substantial Shareholders of the Company as at the Latest Practicable Date, the purchase by the Company of the maximum limit of 3% of its issued share capital would not cause:

- (i) the voting rights of any Director or substantial Shareholder to increase to 30% or more; or
- (ii) in respect of a Director or substantial Shareholder who holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder to increase by more than 1% in any period of (6) six months.

2.10.10 The Cheo Family Directors have undertaken to simultaneously reduce their collective interest by 1 Share for every 2 Shares purchased by the Company.

2.10.11 As at the Latest Practicable Date, taking into account the arrangements in paragraph 2.10.09 and 2.10.10, the Directors are not aware of any Shareholder or group of Shareholders acting in concert who may become obligated to make a mandatory offer under the Takeover Code in the event that the Company purchases the maximum number of Shares under the Share Purchase Mandate.

**Shareholders who are in any doubt as to whether they would incur any obligations to make a take-over offer as a result of any purchase of Shares by the Company pursuant to the Share Purchase Mandate are advised to consult their professional advisers before they acquire any Shares in the Company during the period when the Share Purchase Mandate is in force.**

## 2.11 **Previous Share Purchases or Acquisitions**

The Company has not purchased any Shares during the twelve (12) months period preceding the Latest Practicable Date.

### 3 INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders as at the Latest Practicable Date, the shareholdings of the Directors and the Substantial Shareholders before and after the purchase of Shares pursuant to the Share Purchase Mandate, assuming (a) the Company purchases the maximum limit of 1.5% of the issued share capital of the Company in the (6) months period commencing from the Approval Date, (b) the Company purchases the maximum limit of 3% of the issued share capital of the Company, (c) there is no change in the number of Shares held by the Directors and the Substantial Shareholders or which they are deemed interested in, and (d) that the purchased Shares are cancelled and not held as treasury shares, will be as follows:

	← Before Share Purchase →		→ After Share Purchase ←		In the first (6) months period (%)	At the end of the Relevant Period (%)
	Direct Interest (No. of Shares)	Deemed Interest (No. of Shares)	Total Interest			
			No. of Shares	%		
<b>Directors</b>						
Dr Cheo Tong Choon @ Lee Tong Choon	-	732,527,219 <sup>(6)</sup>	732,527,219	48.81	48.80 <sup>(12)</sup>	48.78 <sup>(12)</sup>
Michelle Cheo Hui Ning	2,119,500	717,395,719 <sup>(7)</sup>	719,515,219	47.95	47.92 <sup>(12)</sup>	47.88 <sup>(12)</sup>
Bianca Cheo Hui Hsin	416,000	717,395,719 <sup>(7)</sup>	717,811,719	47.83	47.80 <sup>(12)</sup>	47.77 <sup>(12)</sup>
Wong Lai Wan	224,000	20,000 <sup>(11)</sup>	244,000	0.02	0.02	0.02
Leong Choi Foong	94,000	-	94,000	0.01	0.01	0.01
Dr Foo Say Mui (Bill)	-	-	-	-	-	-
Robert Loke Tan Cheng	-	-	-	-	-	-
Tan Sri Dato' Ir. Muhammad Radzi Haji Mansor	20,000	-	20,000	0.00	0.00	0.00
Tan Sri Datuk Dr Ong Soon Hock	30,000	-	30,000	0.00	0.00	0.00
<b>Substantial Shareholders</b>						
Eighteen Tenth Nineteen Forty Four Inc.	361,048,720 <sup>(1)</sup>	-	361,048,720	24.06	24.43	24.80
Dr. T.C. Pierre (Cayman Island Inc.)	-	427,609,219 <sup>(1)(2)</sup>	427,609,219	28.49	28.93	29.38
T.C. Stone Limited	165,306,500 <sup>(3)</sup>	-	165,306,500	11.02	11.18	11.36
JJ. Mibisa Holdings	-	165,306,500 <sup>(3)</sup>	165,306,500	11.02	11.18	11.36
Dr Cheo Tong Choon @ Lee Tong Choon	-	732,527,219 <sup>(6)</sup>	732,527,219	48.81	48.80 <sup>(12)</sup>	48.78 <sup>(12)</sup>
Michelle Cheo Hui Ning	2,119,500	717,395,719 <sup>(7)</sup>	719,515,219	47.95	47.92 <sup>(12)</sup>	47.88 <sup>(12)</sup>
Bianca Cheo Hui Hsin	416,000	717,395,719 <sup>(7)</sup>	717,811,719	47.83	47.80 <sup>(12)</sup>	47.77 <sup>(12)</sup>
Sara Cheo Hui Yi	-	717,395,719 <sup>(7)</sup>	717,395,719	47.81	47.77 <sup>(12)</sup>	47.74 <sup>(12)</sup>
Cheo Jian Jia	-	717,395,719 <sup>(7)</sup>	717,395,719	47.81	47.77 <sup>(12)</sup>	47.74 <sup>(12)</sup>
Cheo Seng Jin	209,338,400 <sup>(5)</sup>	-	209,338,400	13.95	14.16	14.38
Cheo Holdings Pte. Ltd.	-	79,396,200 <sup>(9)</sup>	79,396,200	5.29	5.37	5.45
Cheo Tiong Heng @ Lee Tiong Heng	2,264,100	79,396,200 <sup>(8)</sup>	81,660,300	5.44	5.52	5.61
Chung Amy	22,616,500	79,396,200 <sup>(10)</sup>	102,012,700	6.80	6.90	7.01
Ong Tuan Hong	82,351,220	-	82,351,220	5.49	5.57	5.66

Notes:

<sup>(1)</sup> The shareholders of Eighteen Tenth Nineteen Forty Four Inc. ("1810") include Dr. T.C. Pierre (Cayman Islands) Inc. (94.29%) which is wholly owned by SG Kleinwort Hambros Trust Company (Channel Islands) Limited as trustee of The TC Peter MD Settlement for its beneficiaries, including Michelle Cheo Hui Ning, Bianca Cheo Hui Hsin, Sara Cheo Hui Yi and Cheo Jian Jia. Dr Cheo Tong Choon @ Lee Tong Choon is the settlor of the trust.

<sup>(2)</sup> The shareholders of Unity Investment Inc. ("Unity") include Dr. T.C. Pierre (Cayman Islands) Inc. (62.55%) which is wholly owned by SG Kleinwort Hambros Trust Company (Channel Islands) Limited as trustee of The TC Peter MD Settlement for its beneficiaries, including Michelle Cheo Hui Ning, Bianca Cheo Hui Hsin, Sara Cheo Hui Yi and Cheo Jian Jia. Dr Cheo Tong Choon @ Lee Tong Choon is the settlor of the trust. Accordingly, Dr. T.C. Pierre (Cayman Islands) Inc. is deemed to have an interest in 66,560,499 Shares held by Unity.

- (3) The shareholders of T.C. Stone Limited (“TCS”) is wholly owned by J.J. Mibisa Holdings (BVI) Inc. which in turn is wholly owned by SG Kleinwort Hambros Trust Company (Channel Islands) Limited as trustee of The TC Peter MD Settlement for its beneficiaries, including Michelle Cheo Hui Ning, Bianca Cheo Hui Hsin, Sara Cheo Hui Yi and Cheo Jian Jia. Dr Cheo Tong Choon @ Lee Tong Choon is the settlor of the trust.
- (4) Choon Heng Transport & Warehousing Pte Ltd (“CHTWPL”) is wholly owned by Cheo Holdings Pte. Ltd. (“CHPL”) which includes Cheo Tiong Heng @ Lee Tiong Heng (42.57%) and Chung Amy (40.00%) as shareholders. Cheo Tiong Heng @ Lee Tiong Heng as majority shareholder of CHPL shall ensure that the CHTWPL shall vote with respect to the 54,000,000 Shares, on certain matters in accordance with the wishes of J.J. Mibiansa Holdings Pte Ltd owned by MOI Chemicals Ltd which is wholly owned by SG Kleinwort Hambros Trust Company (Channel Islands) Limited as trustee of The TC Peter MD Settlement for its beneficiaries, including Michelle Cheo Hui Ning, Bianca Cheo Hui Hsin, Sara Cheo Hui Yi and Cheo Jian Jia. Dr Cheo Tong Choon @ Lee Tong Choon is the settlor of the trust.
- (5) Cheo Seng Jin has assigned voting rights of 70,480,000 Shares to SG Kleinwort Hambros Trust Company (Channel Islands) Limited as trustee of The TC Peter MD Settlement for its beneficiaries, including Michelle Cheo Hui Ning, Bianca Cheo Hui Hsin, Sara Cheo Hui Yi and Cheo Jian Jia. Dr Cheo Tong Choon @ Lee Tong Choon is the settlor of the trust.
- (6) Deemed interest for Dr Cheo Tong Choon @ Lee Tong Choon arises from the Shares held by his spouse; and Shares held by 1810 (Note 1), Unity. (Note 2), TCS (Note 3), CHTWPL (Note 4) and Cheo Seng Jin (Note 5).
- (7) Deemed interest for Michelle Cheo Hui Ning, Bianca Cheo Hui Hsin, Cheo Jian Jia and Sara Cheo Hui Yi arises from the Shares held by 1810 (Note 1), Unity (Note 2), TCS (Note 3), CHTWPL (Note 4) and Cheo Seng Jin (Note 5).
- (8) Deemed interest for Cheo Tiong Heng @ Lee Tiong Heng arises from Shares held by CHTWPL and Containers Printers Pte Ltd (“CPPL”) which are both wholly owned by CHPL. (Note 4);
- (9) Deemed interest for CHPL arises from Shares held by CHTWPL (Note 4) and CPPL which are both wholly owned CHPL.
- (10) Deemed interest for Chung Amy arises from Shares held by CHTWPL (Note 4) and CPPL which are both wholly owned by CHPL.
- (11) Deemed interest for Wong Lai Wan arises from Shares held by her son.
- (12) **The Cheo Family Directors have undertaken to simultaneously reduce their collective interest by 1 Share for every 2 Shares purchased by the Company.**

**Shareholders should note that the figures in the above table are set out for illustrative purposes only and calculated on the assumption that there is no change in the number of Shares held or deemed to be held by the Directors.**

#### **4 ANNUAL GENERAL MEETING**

The AGM, notice of which is set out on pages 130 to 135 of the Annual Report, will be held on 27 April 2017 at 10.30 a.m., at Genting 1 Ballroom, Level 1, Genting Hotel Jurong, 2 Town Hall Link, Singapore 608516. Shareholders’ approval for the proposed renewal of the Share Purchase Mandate is being sought at the AGM. The resolution relating to the proposed renewal of the Share Purchase Mandate is contained in the Notice of AGM as an Ordinary Resolution.

#### **5 ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders who are unable to attend the AGM and who wish to appoint a proxy to attend and vote at the AGM on their behalf should complete, sign and return the Proxy Form attached to the Notice of AGM in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623, not less than 48 hours before the time fixed for the AGM. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the AGM if he wishes to do so.

## **6 DIRECTORS' RECOMMENDATIONS**

Having fully considered the rationale for the proposed Share Purchase Mandate as set out in Paragraph 2 of this Appendix, the Directors believe that the renewal of the Share Purchase Mandate is in the interest of the Company and recommend that Shareholders vote in favour of the Ordinary Resolution.

## **7 DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed renewal of the Share Purchase Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in the Appendix 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 the Appendix in its proper form and context.

Yours faithfully,

For and on behalf  
of the Board of Directors of  
MEWAH INTERNATIONAL INC.

Dr Cheo Tong Choon @ Lee Tong Choon  
Chairman and Executive Director





## **APPENDIX TO NOTICE OF ANNUAL GENERAL MEETING DATED 11 APRIL 2017**

This Appendix is circulated to the Shareholders of Mewah International Inc. (the "**Company**") together with the Company's Annual Report. Its purpose is to provide Shareholders with relevant information relating to, and to seek Independent Shareholders' approval for, the Proposed Modification to the Non-Compete Undertaking (as defined herein) to be tabled at the Annual General Meeting to be held at Genting 1 Ballroom, Level 1, Genting Hotel Jurong, 2 Town Hall Link, Singapore 608516 on 27 April 2017 at 10:30 a.m..

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

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



**Mewah International Inc.**

(Incorporated in the Cayman Islands)  
(Company Registration No.: CR-166055)

**APPENDIX IN RELATION TO THE PROPOSED MODIFICATION  
TO THE NON-COMPETE UNDERTAKING**

## DEFINITIONS

In this Appendix, the following definitions apply throughout unless otherwise stated:

<b>"2010 IPO"</b>	The initial public offering of the Shares on the SGX-ST in 2010, as described in the Prospectus
<b>"AGM"</b>	The forthcoming annual general meeting of the Company, notice of which is set out on pages 130 to 135 of the Company's Annual Report
<b>"Annual Report"</b>	The annual report of the Company for the financial year ended 31 December 2016
<b>"Appendix"</b>	This appendix to the notice of AGM dated 11 April 2017
<b>"Audit Committee"</b>	The audit committee of the Company, comprising Mr Robert Loke Tan Cheng, Tan Sri Dato' Ir Muhammad Radzi Bin Haji Mansor and Tan Sri Datuk Dr Ong Soon Hock as at the date of this Appendix
<b>"CDP"</b>	The Central Depository (Pte) Limited
<b>"Cheo Family Directors"</b>	Dr Cheo Tong Choon @ Lee Tong Choon, Ms Michelle Cheo Hui Ning and Ms Bianca Cheo Hui Hsin
<b>"Cheo Family Shareholders"</b>	Mr Cheo Seng Jin and his associates and the Cheo Family Directors
<b>"Company"</b>	Mewah International Inc.
<b>"Director"</b>	A director of the Company as at the date of this Appendix
<b>"Group"</b>	The Company and its subsidiaries
<b>"Independent Shareholders"</b>	Shareholders other than the Cheo Family Shareholders
<b>"Latest Practicable Date"</b>	The latest practicable date prior to the printing of this Appendix, being 13 March 2017
<b>"Listing Manual"</b>	The listing manual of the SGX-ST, as amended, modified, or supplemented from time to time
<b>"MOI Foods"</b>	MOI Foods U.S.A. Inc.
<b>"Nature International"</b>	Nature International Pte. Ltd.
<b>"Non-Compete Undertaking"</b>	The undertaking given by Mr Cheo Seng Jin in connection with the 2010 IPO that (a) he will not directly or indirectly compete with the Group by (i) selling products to others which are not manufactured or sold to him by the Group; and (ii) selling products to customers of the Group; and (b) for as long as he retains an interest in the voting shares of, or is a director of, Nature International, he will procure the same auditors which audit the Group's consolidated financial statements to audit the financial statements of Nature International annually and separately he will agree with the Audit Committee a separate scope of work to be undertaken by the auditors of Nature International so as to evidence that Nature International only purchases the type of products produced by the Group from the Group
<b>"Proposed Modification to the Non-Compete Undertaking"</b>	The proposed modification to the Non-Compete Undertaking to exclude the USA from the geographical scope of the Non-Compete Undertaking
<b>"Prospectus"</b>	The prospectus of the Company dated 16 November 2010 (registered by the Monetary Authority of Singapore on 16 November 2010)
<b>"SGX-ST"</b>	Singapore Exchange Securities Trading Limited
<b>"Shareholders"</b>	Registered holders of Shares, except where the registered holder is CDP, the term "Shareholders" shall, in relation to such Shares, mean depositors to whose securities accounts maintained with CDP are credited with the Shares
<b>"Shares"</b>	Ordinary shares of a nominal or par value of US\$0.001 each in the capital of the Company
<b>"Substantial Shareholder"</b>	A person who has an interest or interests in voting Shares in the Company representing not less than 5% of all the voting Shares

<b>"USA"</b>	United States of America
<b>"US\$"</b>	United States dollars
<b>"%"</b>	Percentage or per centum

The term "**depositor**" shall have the meaning ascribed to it in Section 81SF of the Securities and Futures Act (Chapter 289 of Singapore).

The term "**subsidiary**" shall have the meaning ascribed to it in Section 5 of the Companies Act (Chapter 50 of Singapore).

The terms "**associate**", "**entity at risk**", "**interested person**" and "**interested person transaction**" shall have the meanings ascribed to them respectively in the Listing Manual.

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

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

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Listing Manual and used in this Appendix shall, where applicable, have the meaning ascribed to it under the Listing Manual, as the case may be, unless otherwise provided.

**MEWAH INTERNATIONAL INC.**

(Incorporated in the Cayman Islands)  
(Company Registration No.: CR-166055)

**Directors:**

Dr Cheo Tong Choon @ Lee Tong Choon	(Chairman and Executive Director)
Ms Michelle Cheo Hui Ning	(Chief Executive Officer and Executive Director)
Ms Bianca Cheo Hui Hsin	(Chief Operating Officer and Executive Director)
Ms Wong Lai Wan	(Executive Director)
Ms Leong Choi Foong	(Executive Director)
Dr Foo Say Mui (Bill)	(Lead Independent Director)
Mr Robert Loke Tan Cheng	(Independent Director)
Tan Sri Dato' Ir. Muhammad Radzi Bin Haji Mansor	(Independent Director)
Tan Sri Datuk Dr Ong Soon Hock	(Independent Director)

**Registered Office:**

Harbour Place, 2<sup>nd</sup> Floor  
103 South Church Street  
P.O. Box 472  
George Town  
Grand Cayman, KY1-1106  
Cayman Islands

11 April 2017

To: The Shareholders of Mewah International Inc.

Dear Shareholders,

**1. INTRODUCTION**

- 1.1 The Directors refer to the notice of AGM dated 11 April 2017 convening the AGM, and in particular, ordinary resolution number 10 under the heading "Special Business" in relation to the Proposed Modification to the Non-Compete Undertaking, as further explained in paragraph 3 below.
- 1.2 The purpose of this Appendix is to provide Shareholders with information relating to, and to seek Independent Shareholders' approval at the AGM for, the Proposed Modification to the Non-Compete Undertaking.

**2. BACKGROUND TO, AND SUMMARY OF RELEVANT INFORMATION RELATING TO, MR CHEO SENG JIN AND THE NON-COMPETE UNDERTAKING**

- 2.1 Mr Cheo Seng Jin is the brother of Dr Cheo Tong Choon @ Lee Tong Choon and uncle of Ms Michelle Cheo Hui Ning and Ms Bianca Cheo Hui Hsin. He is also a Substantial Shareholder of the Company. At the time of the 2010 IPO, Mr Cheo Seng Jin was Executive Director and Head of Commercial of the Company. In 2011, the Company announced, via SGXNET, Mr Cheo Seng Jin's retirement from his positions as Executive Director and Head of Commercial of the Company.
- 2.2 At the time of the 2010 IPO, Mr Cheo Seng Jin was operating his private business through his personal wholly-owned corporation, Nature International. It was stated on page 121 of the Prospectus that Nature International is in the "*principal business of commercial printing and trading, ... and general wholesale trading, including the importing and exporting of various brands of oil, such as the "Oki" and "Turkey" brands, purchased from our Group*". Nature International is one of the external distributors of the Group's products in a number of markets, such as, Iran, Puerto Rico, Russia, Sri Lanka, United Arab Emirates, as well as the USA. Nature International does not manufacture, but instead purchases products from the Group for such distribution. For the avoidance of doubt, none of the Cheo Family Directors has any stake in Nature International.
- 2.3 At the time of the 2010 IPO, in view of the fact that Mr Cheo Seng Jin was Executive Director and Head of Commercial of the Company, for the purpose of mitigating any future potential conflicts of interests between Mr Cheo Seng Jin's private business interest (as described in paragraph 2.2. above) and that of the Group, Mr Cheo Seng Jin undertook that:
  - (a) he will not directly or indirectly compete with the Group by (i) selling products to others which are not manufactured or sold to him by the Group; and (ii) selling products to customers of the Group; and

- (b) for as long as he retains an interest in the voting shares of, or is a director of, Nature International, he will procure the same auditors which audit the Group's consolidated financial statements to audit the financial statements of Nature International annually and separately he will agree with the Audit Committee a separate scope of work to be undertaken by the auditors of Nature International so as to evidence that Nature International only purchases the type of products produced by the Group from the Group.

The scope of the above Non-Compete Undertaking was detailed on pages 137 and 138 of the Prospectus, and Shareholders can refer to the same for further information.

### 3. PROPOSED MODIFICATION TO THE NON-COMPETE UNDERTAKING

- 3.1 As described in paragraph 2.3 above, the geographical scope of the Non-Compete Undertaking is worldwide. **The Company proposes that the Non-Compete Undertaking be modified to the extent that the USA shall be excluded from the geographical scope of the Non-Compete Undertaking for the reasons set out in paragraph 4 below. In other words, if the Proposed Modification to the Non-Compete Undertaking is approved by Independent Shareholders at the AGM, Mr Cheo Seng Jin will thereafter be permitted to (a) sell products to others which are not manufactured or sold to him by the Group; and (b) sell products to customers of the Group; in both instances, only in the USA. For the avoidance of doubt, Mr Cheo Seng Jin will continue to be bound by the Non-Compete Undertaking in respect of all other markets (i.e. the existing restrictions in the Non-Compete Undertaking will remain intact in respect of all other markets save for the USA).**
- 3.2 The Company has consulted with the SGX-ST on its views on the Proposed Modification to the Non-Compete Undertaking, following which, the SGX-ST has confirmed that the SGX-ST has no objection to the Proposed Modification to the Non-Compete Undertaking, subject to:
- (a) approval of the Proposed Modification to the Non-Compete Undertaking by the Independent Shareholders; and
  - (b) disclosure of the Audit Committee's opinion in the Appendix that the Proposed Modification to the Non-Compete Undertaking will not be prejudicial to the interest of the Company and the minority Shareholders.
- 3.3 Accordingly, the Directors will be seeking the approval of the Independent Shareholders for the Proposed Modification to the Non-Compete Undertaking at the AGM. The Audit Committee's opinion (see paragraph 3.2(b) above) is stated in paragraph 6 of this Appendix.

### 4. RATIONALE FOR THE PROPOSED MODIFICATION TO THE NON-COMPETE UNDERTAKING

- 4.1 As stated in the Prospectus, at the time of the 2010 IPO, the Group distributed its products through its own network of sales and marketing offices in Singapore, Malaysia, Australia, China, Europe and India. In respect of the USA, as the Group had not established its own direct distribution network at the time of the 2010 IPO, the Group was relying on external distributors in the USA, such as Nature International, to undertake the distribution of the Group's products to the USA.
- 4.2 Since 2015, the Group has started to expand its own direct distribution network to include the USA. MOI Foods, a subsidiary of the Group, currently undertakes direct distribution sales of the Group's products in the USA. Moving forward, the Group plans to significantly grow its direct distribution network in the USA.
- 4.3 The Group is of the view that its direct distribution strategy in the USA is beneficial to the Group for the following key reasons:
- (a) Direct distribution will enable the Group to improve and consolidate its marketing and branding efforts in the USA. The Group believes that dealing with customers directly should lead to stronger brand recognition and allow the Group to develop stronger direct relationships with its key customers in the USA, which may have previously dealt exclusively with the Group's external distributors.
  - (b) Direct distribution also gives the Group direct control over how it wishes for its products to be distributed in the USA, and to dovetail this with the Group's wider business strategy. In particular, dealing with customers in the USA directly rather than through external distributors will give the Group finer control over the sales arrangements and terms with the customers.
- 4.4 Accordingly, given the Group's direct distribution strategy in the USA, the Group now no longer needs nor intends to continue to fully rely on external distributors such as Nature International for the distribution of the Group's products in the USA. It follows that the Non-Compete Undertaking to the extent that it geographically extends to the USA is no longer relevant to the Group's business strategy.

- 4.5 For the avoidance of doubt, as Mr Cheo Seng Jin is the brother of Dr Cheo Tong Choon @ Lee Tong Choon, any transactions between the Group (an entity at risk for the purposes of Chapter 9 of the Listing Manual) and Mr Cheo Seng Jin or Nature International (who remain interested persons for the purposes of Chapter 9 of the Listing Manual) will continue to be treated as interested person transactions and subject to the restrictions under Chapter 9 of the Listing Manual. In addition, certain classes of transactions between the Group and Nature International will continue to be covered under the Company's general mandate for interested person transactions (if renewed at the AGM), which are subject to rigorous review procedures thereunder, and are under the supervision of the Audit Committee.

## 5. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

- 5.1 The interests of the Directors in the Shares, as extracted from the Register of Directors' Shareholdings of the Company, as at the Latest Practicable Date, are set out below:

	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
<b>Directors</b>				
Dr Cheo Tong Choon @ Lee Tong Choon	-	-	732,521,219 <sup>(1)</sup>	48.81
Michelle Cheo Hui Ning	2,119,500	0.14	717,395,719 <sup>(2)</sup>	47.81
Bianca Cheo Hui Hsin	416,000	0.03	717,395,719 <sup>(2)</sup>	47.81
Wong Lai Wan	224,000	0.01	20,000 <sup>(3)</sup>	0.00
Leong Choi Foong	94,000	0.01	-	-
Dr Foo Say Mui (Bill)	-	-	-	-
Robert Loke Tan Cheng	-	-	-	-
Tan Sri Dato' Ir. Muhammad Radzi Bin Haji Mansor	20,000	0.00	-	-
Tan Sri Datuk Dr Ong Soon Hock	30,000	0.00	-	-

Notes:

- <sup>(1)</sup> Deemed interest for Dr Cheo Tong Choon @ Lee Tong Choon arises from the Shares held by his spouse; and Shares held by Eighteen Tenth Nineteen Forty Four Inc. ("1810"), Unity Investment Inc. ("Unity"), T.C. Stone Limited ("TCS"), Choon Heng Transport & Warehousing Pte Ltd ("CHTWPL") and Mr Cheo Seng Jin.
- <sup>(2)</sup> Deemed interest for Michelle Cheo Hui Ning and Bianca Cheo Hui Hsin arises from the Shares held by 1810, Unity, TCS, CHTWPL and Mr Cheo Seng Jin.
- <sup>(3)</sup> Deemed interest for Wong Lai Wan arises from the Shares held by her son.

- 5.2 The interests of the Substantial Shareholders in the Shares, as at the Latest Practicable Date, are set out below:

	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
<b>Substantial Shareholders</b>				
Eighteen Tenth Nineteen Forty Four Inc.	361,048,720 <sup>(1)</sup>	24.06	-	-
Dr. T.C. Pierre (Cayman Islands) Inc.	-	-	427,609,219 <sup>(1)(2)</sup>	28.49
T.C. Stone Limited	165,306,500 <sup>(3)</sup>	11.02	-	-
J.J. Mibisa Holdings (BVI) Inc.	-	-	165,306,500 <sup>(3)</sup>	11.02
Dr Cheo Tong Choon @ Lee Tong Choon	-	-	732,527,219 <sup>(6)</sup>	48.81
Michelle Cheo Hui Ning	2,119,500	0.14	717,395,719 <sup>(7)</sup>	47.81
Bianca Cheo Hui Hsin	416,000	0.03	717,395,719 <sup>(7)</sup>	47.81
Sara Cheo Hui Yi	-	-	717,395,719 <sup>(7)</sup>	47.81
Cheo Jian Jia	-	-	717,395,719 <sup>(7)</sup>	47.81
Cheo Seng Jin	209,338,400 <sup>(5)</sup>	13.95	-	-
Cheo Holdings Pte. Ltd.	-	-	79,396,200 <sup>(9)</sup>	5.29
Cheo Tiong Heng @ Lee Tiong Heng	2,264,100	0.15	79,396,200 <sup>(8)</sup>	5.29
Chung Amy	22,616,500	1.51	79,396,200 <sup>(10)</sup>	5.29
Ong Tuan Hong	82,351,220	5.49	-	-

## Notes:

- (1) The shareholders of 1810 include Dr. T.C. Pierre (Cayman Islands) Inc. (94.29%) which is wholly owned by SG Kleinwort Hambros Trust Company (Channel Islands) Limited as trustee of The TC Peter MD Settlement for its beneficiaries, including Michelle Cheo Hui Ning, Bianca Cheo Hui Hsin, Sara Cheo Hui Yi and Cheo Jian Jia. Dr Cheo Tong Choon @ Lee Tong Choon is the settlor of the trust.
- (2) The shareholders of Unity include Dr. T.C. Pierre (Cayman Islands) Inc. (62.55%) which is wholly owned by SG Kleinwort Hambros Trust Company (Channel Islands) Limited as trustee of The TC Peter MD Settlement for its beneficiaries, including Michelle Cheo Hui Ning, Bianca Cheo Hui Hsin, Sara Cheo Hui Yi and Cheo Jian Jia. Dr Cheo Tong Choon @ Lee Tong Choon is the settlor of the trust. Accordingly, Dr. T.C. Pierre (Cayman Islands) Inc. is deemed to have an interest in 66,560,499 Shares held by Unity.
- (3) The shareholders of TCS is wholly owned by J.J. Mibisa Holdings (BVI) Inc. which in turn is wholly owned by SG Kleinwort Hambros Trust Company (Channel Islands) Limited as trustee of The TC Peter MD Settlement for its beneficiaries, including Michelle Cheo Hui Ning, Bianca Cheo Hui Hsin, Sara Cheo Hui Yi and Cheo Jian Jia. Dr Cheo Tong Choon @ Lee Tong Choon is the settlor of the trust.
- (4) CHTWPL is wholly owned by Cheo Holdings Pte. Ltd. ("CHPL") which includes Cheo Tiong Heng @ Lee Tiong Heng (42.57%) and Chung Amy (40.00%) as shareholders. Cheo Tiong Heng @ Lee Tiong Heng as majority shareholder of CHPL shall ensure that CHTWPL shall vote, with respect to the 54,000,000 Shares, on certain matters in accordance with the wishes of J.J. Mibiansa Holdings Pte Ltd owned by MOI Chemicals Ltd which is wholly owned by SG Kleinwort Hambros Trust Company (Channel Islands) Limited as trustee of The TC Peter MD Settlement for its beneficiaries, including Michelle Cheo Hui Ning, Bianca Cheo Hui Hsin, Sara Cheo Hui Yi and Cheo Jian Jia. Dr Cheo Tong Choon @ Lee Tong Choon is the settlor of the trust.
- (5) Cheo Seng Jin has assigned voting rights of 70,480,000 Shares to SG Kleinwort Hambros Trust Company (Channel Islands) Limited as trustee of The TC Peter MD Settlement for its beneficiaries, including Michelle Cheo Hui Ning, Bianca Cheo Hui Hsin, Sara Cheo Hui Yi and Cheo Jian Jia. Dr Cheo Tong Choon @ Lee Tong Choon is the settlor of the trust.
- (6) Deemed interest for Dr Cheo Tong Choon @ Lee Tong Choon arises from the Shares held by his spouse; and Shares held by 1810 (Note 1), Unity (Note 2), TCS (Note 3), CHTWPL (Note 4) and Cheo Seng Jin (Note 5).
- (7) Deemed interest for Michelle Cheo Hui Ning, Bianca Cheo Hui Hsin, Cheo Jian Jia and Sara Cheo Hui Yi arises from the Shares held by 1810 (Note 1), Unity (Note 2), TCS (Note 3), CHTWPL (Note 4) and Cheo Seng Jin (Note 5).
- (8) Deemed interest for Cheo Tiong Heng @ Lee Tiong Heng arises from Shares held by CHTWPL and Containers Printers Pte Ltd ("CPPL") which are both wholly owned by CHPL (Note 4).
- (9) Deemed interest for CHPL arises from Shares held by CHTWPL (Note 4) and CPPL which are both wholly owned by CHPL.
- (10) Deemed interest for Chung Amy arises from Shares held by CHTWPL (Note 4) and CPPL which are both wholly owned by CHPL.

## 6. AUDIT COMMITTEE'S STATEMENT

The Audit Committee is of the opinion that the Proposed Modification to the Non-Compete Undertaking will not be prejudicial to the interest of the Company and the minority Shareholders.

## 7. DIRECTORS' RECOMMENDATION

Save for the Cheo Family Directors, the Directors are of the opinion that the Proposed Modification to the Non-Compete Undertaking will not be prejudicial to the interest of the Company and the minority Shareholders. Accordingly, they recommend that Independent Shareholders vote in favour of ordinary resolution 10 relating to the Proposed Modification to the Non-Compete Undertaking as set out in the notice of AGM.

## **8. ABSTENTION FROM VOTING**

Mr Cheo Seng Jin and his associates as well as the Cheo Family Directors (i.e. the Cheo Family Shareholders) shall abstain from voting in respect of ordinary resolution 10 relating to the Proposed Modification to the Non-Compete Undertaking as set out in the notice of AGM. The Cheo Family Shareholders will also not accept nominations to act as proxy, corporate representative or attorney to vote in respect of the said resolution unless Independent Shareholders appointing any of the Cheo Family Shareholders have indicated clearly how their votes are to be cast in respect of the said resolution.

## **9. DIRECTORS' RESPONSIBILITY STATEMENT**

- 9.1 The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the Proposed Modification to the Non-Compete Undertaking, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading.
- 9.2 Where information in this Appendix 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 Appendix in its proper form and context.

Yours faithfully,

For and on behalf  
of the Board of Directors of  
MEWAH INTERNATIONAL INC.

Dr Cheo Tong Choon @ Lee Tong Choon  
Chairman and Executive Director