

CIRCULAR DATED 3 JUNE 2025

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

This Circular is issued by Autagco Ltd. (the “Company”). If you are in any doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser immediately.

This Circular, together with the Notice of Extraordinary General Meeting (“**EGM**”) and the accompanying proxy form have been made available to the shareholders of the Company (the “**Shareholders**”) on the SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company’s website at <https://autagco.com.sg/>.

A printed copy of this Circular will NOT be despatched to Shareholders. Printed copies of the Notice of EGM, proxy form and the Request Form (to request for printed copy of the Circular) will be despatched to Shareholders.

If you have sold or transferred all your shares in the capital of the Company (“**Shares**”) held through the Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular with the Notice of EGM and the attached proxy form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular with the Notice of EGM and the attached proxy form to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should immediately forward this Circular, the Notice of EGM and the attached proxy form to the purchaser or the transferee, or to the bank, stockbroker or agent through whom the sale or the transfer of Shares was effected for onward transmission to the purchaser or the transferee. You should also inform the purchaser or transferee, or the bank, stockbroker or agent through whom the sale or transfer was effected for onward notification to the purchaser or the transferee, that this Circular, together with the Notice of EGM and the accompanying Proxy Form, may be accessed on the SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company’s website at <https://autagco.com.sg/>.

This Circular has been reviewed by the Company’s sponsor, SAC Capital Private Limited (the “**Sponsor**”). This Circular has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Ms Lim Qi Fang (Tel: (65) 6232 3210), at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.



AUTAGCO LTD.

(Company Registration Number 200311348E)

(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED APPOINTMENT OF GRANT THORNTON AUDIT LLP AS THE AUDITOR OF THE COMPANY

IMPORTANT DATES AND TIMES

Last date and time for lodgement of proxy form : 15 June 2025 at 10.00 a.m.

Date and time of Extraordinary General Meeting : 18 June 2025 at 10.00 a.m.

Place of Extraordinary General Meeting : 114 Lavender Street, #05-56 CT Hub 2, Singapore 338729

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires or otherwise stated:

<i>“ACRA”</i>	: Accounting and Corporate Regulatory Authority of Singapore
<i>“AGM”</i>	: Annual general meeting of the Company
<i>“Associate”</i>	: (a) In relation to any Director, CEO, Substantial Shareholder or Controlling Shareholder (being an individual) means: <ul style="list-style-type: none">(i) his immediate family;(ii) 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(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and (b) In relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any company which is its subsidiary or holding company or is a subsidiary of any 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% or more.
<i>“Audit Committee”</i>	: The audit committee of the Company as at the Latest Practicable Date, comprising Ms Tay Lee Sie Fiona, Ms Wang Xiaolan, Mr Soh Chun Bin and Mr Seah Kah Boon, Desmond
<i>“Auditor”</i>	: The external auditor of the Company as appointed from time to time
<i>“Board”</i>	: The board of directors of the Company as at the date of this Circular or from time to time, as the case may be
<i>“Catalist”</i>	: The Catalist Board of the SGX-ST
<i>“Catalist Rules”</i>	: The Listing Manual Section B: Rules of Catalist of the SGX-ST, as amended, modified or supplemented from time to time
<i>“CDP”</i>	: The Central Depository (Pte) Limited
<i>“CEO”</i>	: Chief Executive Officer
<i>“Circular”</i>	: This circular to Shareholders dated 3 June 2025 in relation to the Proposed Appointment of Auditor

DEFINITIONS

<i>“Companies Act”</i>	: The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
<i>“Company”</i>	: Autagco Ltd.
<i>“Constitution”</i>	: The Constitution of the Company, as amended, modified or supplemented from time to time
<i>“Control”</i>	: The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of the Company
<i>“Controlling Shareholder”</i>	: A person (including a corporation) who: (a) holds directly or indirectly 15% or more of the nominal amount of all voting 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 the Company
<i>“Directors”</i>	: The directors of the Company as at the date of this Circular or from time to time, as the case may be
<i>“Disclaimer of Opinion”</i>	: The disclaimer of opinion, in respect of the Group’s going concern assumption, included in the Independent Auditors’ Report dated 19 February 2025 issued by Forvis Mazars in relation to the audited consolidated financial statements of the Group and the Company for the financial year ended 31 July 2024
<i>“EGM”</i>	: The extraordinary general meeting of the Company to be held on 18 June 2025 at 10.00 a.m., notice of which is set out on pages N-1 to N-4 of this Circular
<i>“Forvis Mazars”</i>	: Forvis Mazars LLP (previously known as Mazars LLP)
<i>“FY2024 AGM”</i>	: The annual general meeting of the Company for the financial year ended 31 July 2024 held on 7 March 2025 at 10.30 a.m.
<i>“GTA”</i>	: Grant Thornton Audit LLP
<i>“Group”</i>	: The Company and its subsidiaries, collectively
<i>“Independent Auditors’ Report”</i>	: The Independent Auditors’ Report dated 19 February 2025 issued by Forvis Mazars in relation to the audited consolidated financial statements of the Group and the Company for the financial year ended 31 July 2024
<i>“Latest Practicable Date”</i>	: 23 May 2025, being the latest practicable date prior to the issue of this Circular

DEFINITIONS

<i>“Ordinary Resolution”</i>	: The ordinary resolution to approve the Proposed Appointment of Auditor
<i>“Proposed Appointment of Auditor”</i>	: The proposed appointment of Grant Thornton Audit LLP as the auditor of the Company, as described in Section 2 of this Circular
<i>“Securities Account”</i>	: The securities account maintained by a Depositor with CDP but does not include a securities sub-account
<i>“SFA”</i>	: The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
<i>“SGX-ST”</i>	: Singapore Exchange Securities Trading Limited
<i>“Share(s)”</i>	: Ordinary share(s) in the share capital of the Company
<i>“Shareholders”</i>	: The registered holders of the Shares in the register of members of the Company, except where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with such Shares
<i>“Substantial Shareholder”</i>	: A person (including a corporation) who holds directly or indirectly 5% or more of the total number of Shares in the Company (excluding treasury shares)

Currencies, Units and Others

<i>“S\$”</i>	: Singapore dollar
<i>“%”</i>	: Per centum or percentage

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the same meanings ascribed to them, respectively, in Section 81SF of the SFA. The term “**subsidiary**” shall have the same meaning ascribed to it in Section 5 of the Companies Act.

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

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

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof, as the case may be.

Any reference to a time of day and to dates in this Circular is made by reference to Singapore time and dates, unless otherwise stated.

DEFINITIONS

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

Opal Lawyers LLC has been appointed as the legal adviser to the Company as to Singapore law in relation to this Circular.

LETTER TO SHAREHOLDERS

AUTAGCO LTD.

(Company Registration Number: 200311348E)
(Incorporated in the Republic of Singapore on 7 November 2003)

Board of Directors:

Mr Ng Boon Hui (Executive Chairman and Chief Executive Officer)
Mr Loke Pak Hoe, Patrick (Executive Director and Head of Corporate Development)
Mr Seah Kah Boon, Desmond (Non-Executive Non-Independent Director)
Mr Soh Chun Bin (Lead Independent Director)
Ms Wang Xiaolan (Independent Director)
Ms Tay Lee Sie Fiona (Independent Director)

Registered Office:

36 Robinson Road,
#20-01 City House,
Singapore 068877

3 June 2025

To: The Shareholders of the Company

Dear Sir/Madam

THE PROPOSED APPOINTMENT OF GRANT THORNTON AUDIT LLP AS THE AUDITOR OF THE COMPANY

1 INTRODUCTION

- 1.1 The Board is convening an EGM to be held on 18 June 2025 at 10.00 a.m. to seek the approval of the Shareholders for the Proposed Appointment of Auditor.
- 1.2 The proposed Ordinary Resolution in the Notice of EGM relates to the proposed appointment of Grant Thornton Audit LLP (“GTA”) as the Auditor, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Directors of the Company to fix its remuneration.
- 1.3 The purpose of this Circular is to provide Shareholders with information relating to, as well as to explain the rationale for and seek Shareholders’ approval for, the Ordinary Resolution in respect of the Proposed Appointment of Auditor as set out in the Notice of EGM.
- 1.4 The SGX-ST assumes no responsibility for the accuracy of any statements or opinions made or reports contained in this Circular. If a Shareholder is in any doubt as to the course of action he should take, he should consult his bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser(s) immediately.

2 PROPOSED APPOINTMENT OF GRANT THORNTON AUDIT LLP AS THE AUDITOR OF THE COMPANY

2.1 Background and Rationale

The previous Auditor of the Company, Forvis Mazars LLP (previously known as Mazars LLP) (“Forvis Mazars”), had served as auditors of the Company for more than nine years. Prior to the FY2024 AGM, Forvis Mazars had formally notified the Board in writing by way of a letter dated 3 March 2025 that it would not be seeking re-appointment as the Auditor of the Company at the FY2024 AGM. Accordingly, Forvis Mazars retired as the Auditor of the Company following the conclusion of the FY2024 AGM.

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For completeness, as set out in the Company's announcement dated 20 February 2025, Forvis Mazars had included a disclaimer of opinion (the "**Disclaimer of Opinion**") in respect of the Group's going concern assumption in their Independent Auditors' Report dated 19 February 2025 (the "**Independent Auditors' Report**") in relation to the audited consolidated financial statements of the Group and the Company for the financial year ended 31 July 2024. Please refer to the Company's announcement dated 20 February 2025, as well as the Independent Auditor's Report, which is contained in the Company's Annual Report in respect of the financial year ended 31 July 2024, for further details in relation to the basis of the Disclaimer of Opinion.

Notwithstanding the Disclaimer of Opinion, the Company had confirmed in a separate announcement released on 20 February 2025 that the Board is not aware of any circumstances, professional or specific reasons connected with the retirement of Forvis Mazars that should be brought to the attention of Shareholders. In this regard, Forvis Mazars had also confirmed to the Board that their retirement as Auditor of the Company did not arise from circumstances that should be brought to the attention of Shareholders.

As part of the Group's ongoing efforts to enhance its corporate governance, the Board is of the view that it would be appropriate and timely to effect a change of auditors with effect from the current financial year ending 31 July 2025 ("**FY2025**"), subject to Shareholders' approval of the Proposed Appointment of Auditor via ordinary resolution as set out in the Notice of EGM.

The Board is of the view that a change of auditors is in the best interests of the Company and its Shareholders as it will enable the Company to benefit from fresh perspectives and views of another professional audit firm to enhance the value of the audit.

Accordingly, the Audit Committee and the Board have interviewed and engaged with three reputable audit firms in Singapore, which are qualified and have experience in auditing public listed companies on the SGX-ST. The Audit Committee reviewed and deliberated on the proposals received from various audit firms, taking into consideration the requirements under Rules 712 and 715 of the Catalist Rules and the criteria for the evaluation and selection of external auditors outlined in the Guidebook for Audit Committees in Singapore, including factors such as the adequacy of the resources, experience and track record of the auditing firm and the audit engagement partner, the audit firm's other audit engagements, the number and experience of supervisory and professional staff to be assigned to the audit, the fee proposal, the size and complexity of the Group, as well as the Audit Quality Indicators Disclosure Framework issued by ACRA. Management feedback was also sought as part of the deliberations by the Audit Committee. An objective approach was adopted throughout the process. After evaluating the above factors and taking into consideration the factors set out in Sections 2.2 to 2.4 below, the Audit Committee nominated and recommended GTA to the Board for appointment as the Auditors in respect of FY2025, subject to Shareholders' approval to be obtained in a general meeting.

The Board took into account, *inter alia*, (i) the Audit Committee's recommendation, including the factors listed in Sections 2.2 to 2.4 below; and (ii) that the scope of audit services to be provided by GTA is comparable to the services currently provided by Forvis Mazars. Accordingly, the Board is of the opinion that GTA meets the existing needs and audit requirements of the Company without compromising the quality and effectiveness of the audit of the Company and the Group. The Board, in consultation with the Audit Committee, has nominated and recommended GTA to be appointed as the Auditors. The Proposed Appointment of Auditor is not expected to affect the quality of the audit to be undertaken and there will be no change in the scope of audit to be undertaken by GTA.

Pursuant to Rule 712(3) of the Catalist Rules and Section 205AF of the Companies Act, the appointment of GTA as the Auditor must be specifically approved by Shareholders in a general meeting.

GTA has on 23 May 2025 given its written consent to act as auditors of the Company subject to Shareholders' approval being obtained at the forthcoming EGM in respect of the Proposed Appointment of Auditor ("**GTA Consent Letter**"). A copy of the GTA Consent Letter is set out at Appendix A of this Circular.

LETTER TO SHAREHOLDERS

Accordingly, the appointment of GTA as the Auditors will take effect upon the approval by the Shareholders at the EGM. GTA, if appointed, will hold office until the conclusion of the next AGM of the Company.

2.2 Information on GTA and the Audit Engagement Partner

The information on GTA and the audit engagement partner provided below was provided to the Company by GTA and its representatives. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

About GTA

Grant Thornton is a global network with member firms worldwide, providing audit, tax, and advisory services. Operating in more than 150 markets around the world, they leverage the expertise of more than 76,000 professionals to assist clients at every stage of their journey. Grant Thornton Singapore combines strong technical guidance and extensive experience to deliver a unique client experience. With finely tuned local knowledge and global expertise, Grant Thornton Singapore helps clients meet their diverse needs. Grant Thornton Audit LLP, a public accounting firm registered with ACRA, serves both global and local clients, including acting as auditors for companies listed on the SGX-ST.

For more information about GTA, please visit <https://www.grantthornton.sg/>.

About the Audit Engagement Partner

Mr Tan Ee Choon (“**Mr Tan**”) will be the audit engagement partner assigned to the audit of the Company and its subsidiaries. Mr Tan is a member of the Institute of Singapore Chartered Accountants and a member of the Association of Chartered Certified Accountants. He is also a public accountant registered with ACRA. Mr Tan has extensive experience over a span of more than 16 years working in audit and assurance related assignments across various sectors from start-up and private companies to large multinational companies and listed companies on both the Mainboard and Catalist of the SGX-ST, and overseas stock exchanges. He has been engaged in many cross-border assignments involving coordination of audits carried out by overseas component auditors and managing group reporting processes. He was also a key member in an initial public offering engagement for a Singapore-based company that was successfully listed in 2023.

Mr Tan has in-depth experience in complex accounting matters such as business combination, hedge accounting, lease accounting, service concession accounting, and valuation of assets. In addition to his audit portfolio, he is also part of the audit technical team who deals with audit-related consultations from the firm. Mr Tan has worked with clients in the following sectors: energy and utilities, marine, technologies, retail and wholesale, real estate and construction, manufacturing and fabrication and non-profit organisations.

The Audit Committee has enquired on whether Mr Tan has been subject to the Practice Monitoring Programme review by ACRA. In this regard, the Audit Committee noted that, while Mr Tan has not participated in any of the practice reviews by the relevant authorities or professional bodies, he has undergone quality reviews conducted by Grant Thornton International in November 2021, as well as an independent party in January 2024 as part of the requirements of Singapore Standards on Quality Management, with no adverse matters noted.

For the audit of the Group, the audit engagement team will comprise the following professionals: one audit engagement partner, one engagement quality reviewer, one manager, and supported with between two to five staff members.

LETTER TO SHAREHOLDERS

2.3 Compliance with Rule 712 of the Catalist Rules

GTA is an established firm in Singapore registered with ACRA. Mr Tan, who will be the audit engagement partner, is a public accountant registered under the Accountants Act.

In compliance with Rules 712(1) and 712(2) of the Catalist Rules, the Audit Committee, for the reasons set out in Section 2.1 and having regard to the information provided by GTA on its firm and the audit engagement partner in Section 2.2 above, is of the view that GTA is a suitable auditing firm to meet the audit requirements of the Group.

In accordance with the requirements of Rule 712(3) of the Catalist Rules:

- (a) Forvis Mazars has confirmed by way of a letter to GTA dated 14 May 2025 (“**Professional Clearance Letter**”) that it is not aware of any professional reasons why GTA should not accept appointment as auditors of the Company;
- (b) save for the Disclaimer of Opinion, the Company confirms that there were no disagreements with Forvis Mazars on accounting treatments within the last 12 months up to the date of retirement of Forvis Mazars;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Appointment of Auditor that should be brought to the attention of the Shareholders which has not been disclosed in this Circular;
- (d) the Company confirms that the specific reasons for the Proposed Appointment of Auditor are disclosed in Section 2.1 of this Circular. There are no other specific reasons for the Proposed Appointment of Auditor that ought to be brought to the attention of the Shareholders which have not been disclosed in this Circular. The Proposed Appointment of Auditor is neither due to the dismissal of Forvis Mazars nor the replacement of Forvis Mazars as directed by the SGX-ST; and
- (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the Proposed Appointment of Auditor.

2.4 Compliance with Rule 715 of the Catalist Rules

Subject to Shareholders’ approval of the Proposed Appointment of Auditor at the EGM, GTA will be appointed as the Auditor of the Company, as well as the following significant Singapore-incorporated subsidiaries of the Group:

- (a) Superfood Kitchen Pte. Ltd.
- (b) Lifebrandz Investment Management Pte. Ltd.
- (c) LB F&B Pte. Ltd.
- (d) Cloud Eight Pte. Ltd.
- (e) The Green Bar Pte. Ltd.
- (f) Communa Gold Pte. Ltd.

As at the Latest Practicable Date, the Company does not have any significant associated companies. In compliance with Rule 715(2) of the Catalist Rules, the Group has retained the existing component auditors for its subsidiaries incorporated in Malaysia (being LB F&B Sdn. Bhd., audited by BC & Partners PLT) and Australia (being Auspac Financial Advisory Pty Ltd, audited by Postan Miller and Associates Pty Ltd) for continuity as they are familiar with the subsidiaries’ business and operations. The Group will procure the appointment of a suitable auditing firm for its

LETTER TO SHAREHOLDERS

Thailand-incorporated subsidiaries, LifeBrandz (Thailand) Co., Ltd. and Mulligan's Co., Ltd., in due course. The Company's subsidiary incorporated in the British Virgin Islands (being Orientstar Group Limited) has been struck off the BVI Register of Companies with effect from 1 May 2025.

In view of the above, the Board confirms that it is in compliance with Rule 715 of the Catalist Rules in relation to the proposed appointment of GTA as its new Auditor.

3 INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and Substantial Shareholders in the Shares as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed Interest	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾
Directors				
Ng Boon Hui ⁽²⁾	—	—	728,000,000	27.92
Loke Pak Hoe, Patrick	—	—	—	—
Seah Kah Boon, Desmond	—	—	—	—
Soh Chun Bin	—	—	—	—
Wang Xiaolan	—	—	—	—
Tay Lee Sie Fiona	—	—	—	—
Substantial Shareholders				
Aurico Global Holdings Pte. Ltd.	728,000,000	27.92	—	—
Ho Poh Khum ⁽³⁾	—	—	728,000,000	27.92

Notes:

- (1) Based on the total issued and fully paid-up ordinary share capital of 2,607,007,153 Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date.
- (2) Mr Ng Boon Hui is deemed interested in 728,000,000 shares held by Aurico Global Holdings Pte. Ltd. under Section 7 of the Companies Act and Section 4 of the SFA, by virtue of his 70% shareholding interest in Aurico Global Holdings Pte. Ltd..
- (3) Mdm Ho Poh Khum is deemed interested in 728,000,000 shares held by Aurico Global Holdings Pte. Ltd. under Section 7 of the Companies Act and Section 4 of the SFA, by virtue of her 27% shareholding interest in Aurico Global Holdings Pte. Ltd..

Mr Ng Boon Hui, who is the Executive Chairman and CEO of the Company and Mdm Ho Poh Khum, the Chief Operating Officer of the Company, are also directors of Aurico Global Holdings Pte. Ltd.. As at the Latest Practicable Date, Mr Loke Pak Hoe, Patrick, the Executive Director and Head of Corporate Development of the Company, holds 3% shareholding interest in Aurico Global Holdings Pte. Ltd..

Save as disclosed in this Circular, none of the Directors or Controlling Shareholders of the Company has any direct or indirect interest in the Proposed Appointment of Auditor other than through their respective shareholdings (if any) in the Company.

LETTER TO SHAREHOLDERS

4 AUDIT COMMITTEE'S RECOMMENDATIONS

The Audit Committee has reviewed the Proposed Appointment of Auditor and recommends the appointment of GTA as the new Auditor, after taking into account, among other things:

- (a) the Audit Quality Indicators Disclosure Framework introduced by ACRA on the selection of auditor as well as the suitability and independence of GTA to meet the audit requirements of the Group;
- (b) the various factors set out in Sections 2.2 to 2.4 of this Circular above;
- (c) neither GTA nor the engagement partner to be assigned to the audit of the Group has been the subject of any current or past restrictions, disciplinary actions, conditions imposed by any regulatory authority or professional body, regulatory investigation or complaints;
- (d) while GTA has not yet been subject to any Quality Control Review Process pursuant to Part 5A of the Accountants Act 2004 of Singapore (which came into operation on 1 July 2023), GTA had appointed an external reviewer to undertake an internal quality review in 2024 which included the review of the Singapore Standards on Quality Management (SSQMs) 1 and 2;
- (e) while the audit engagement partner has yet to be subject to a Practice Monitoring Programme review by ACRA, he has undergone quality reviews as mentioned in Section 2.2 of this Circular with no adverse matters noted;
- (f) the scope of audit services to be provided by GTA is comparable to the services currently provided by Forvis Mazars; and
- (g) compliance with the requirements of the relevant Catalist Rules.

5 DIRECTORS' RECOMMENDATIONS

Having fully considered, *inter alia*, the rationale and the information relating to the Proposed Appointment of Auditor as set out in Section 2.1 of this Circular and the recommendation of the Audit Committee, the Directors are of the opinion that GTA will be able to meet the audit requirements of the Group and that the Proposed Appointment of Auditor is in the best interests of the Company. Accordingly, the Directors recommend that the Shareholders vote in favour of the Ordinary Resolution set out in the Notice of EGM in relation to the Proposed Appointment of Auditor.

6 EXTRAORDINARY GENERAL MEETING

The EGM will be held at 114 Lavender Street, #05-56 CT Hub 2, Singapore 338729, on 18 June 2025 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the Ordinary Resolution set out in the Notice of EGM on pages N-1 to N-4 of this Circular.

7 ACTION TO BE TAKEN BY SHAREHOLDERS

7.1 Submission of Proxy Forms to Vote

Shareholders who are unable to attend the EGM and who wish to appoint proxy(ies) to attend, speak and vote at the EGM on their behalf should complete, sign and return the Proxy Form enclosed with this Circular in accordance with the instructions printed thereon and submit to the Company in the following manner:

- (a) via email to invest@autagco.com.sg; or
- (b) via post to the Company's registered address at 36 Robinson Road, #20-01 City House, Singapore 068877,

LETTER TO SHAREHOLDERS

in either case, not less than 72 hours before the time appointed for holding the EGM, i.e. by 15 June 2025 at 10.00 a.m., or any postponement or adjournment thereof.

The completion and return of the Proxy Form by a Shareholder does not preclude him/her/it from attending, speaking and voting at the EGM in place of his proxy should he/she/it subsequently wish to do so. A proxy need not be a Shareholder of the Company.

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act) (including Central Provident Fund Investment Scheme (“CPFIS”) Investors and Supplementary Retirement Scheme (“SRS”) Investors) should contact their respective relevant intermediaries through which they hold such Shares to submit their voting instructions at least seven (7) business days before the date of the EGM (i.e. by 6 June 2025).

7.2 Submission of Questions in Advance

Shareholders (including CPFIS Investors and SRS Investors) may submit substantial and relevant questions relating to the resolution to be tabled for approval at the EGM, in advance of the EGM, to the Company in the following manner:

- (a) via email to invest@autagco.com.sg; or
- (b) via post to the registered office of the Company at 36 Robinson Road, #20-01 City House, Singapore 068877,

in each case, by 10.00 a.m. on 10 June 2025.

When submitting questions, Shareholders must provide the following details for verification purpose: (a) full name, (b) NRIC/passport/company registration number, (c) current address, (d) contact number and (e) number of Shares held and the manner in which the Shares are held (e.g. via CDP, CPFIS, SRS or scrip).

Shareholders are encouraged to submit their questions on or before 10.00 a.m. on 10 June 2025, as this will allow the Company sufficient time to address and respond to these questions on or before 10.00 a.m. on 13 June 2025 (not less than 48 hours prior to the closing date and time for the lodgement of the proxy forms). The responses will be published on the Company’s corporate website at the URL <https://autagco.com.sg/> and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Where substantial and relevant questions submitted by Shareholders are unable to be addressed prior to the EGM, including any questions received by the Company after 10.00 a.m. on 13 June 2025, the Company will address them during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. Please note that individual responses will not be sent to Shareholders. The minutes of the EGM will be published on SGXNet within one (1) month after the date of the EGM.

7.3 Notice of EGM and Circular

The Notice of EGM, Proxy Form, the Request Form (to request for printed copy of the Circular) and this Circular have been made available to shareholders by electronic means and can be accessed on the Company’s corporate website at the URL <https://autagco.com.sg/> and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the Notice of EGM, Proxy Form and the Request Form will also be sent by post to Shareholders.

Shareholders who wish to request for a printed copy of this Circular may do so by completing and returning the Request Form to the Company by 11 June 2025:

- (a) via email to invest@autagco.com.sg; or
- (b) via post to the registered office of the Company at 36 Robinson Road, #20-01, City House, Singapore 068877.

LETTER TO SHAREHOLDERS

7.4 Depositors

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

8 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 Appointment of Auditor and the Group, 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.

9 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 36 Robinson Road, #20-01 City House, Singapore 068877, during normal business hours from the date of this Circular up to and including the date of the EGM:

- (i) the Constitution of the Company;
- (ii) the Annual Report of the Company in respect of the financial year ended 31 July 2024;
- (iii) the notification letter dated 3 March 2025 from Forvis Mazars to the Company stating its intention not to seek re-appointment as Auditor of the Company at the FY2024 AGM;
- (iv) the professional clearance letter issued by Forvis Mazars to GTA dated 14 May 2025; and
- (v) the letter of consent to act as Auditor of the Company from GTA dated 23 May 2025.

Yours faithfully
for and on behalf of the Board of Directors of
Autagco Ltd.

Ng Boon Hui
Executive Chairman and Chief Executive Officer
3 June 2025



Autagco Ltd.

36 Robinson Road
#20-01, City House
Singapore (068877)

Grant Thornton Audit LLP
Registration No. T15LL0022D
8 Marina View,
Asia Square Tower 1, #40-04/05
Singapore 018960
T +65 6805 4110
www.granthornton.sg

23 May 2025

Attention: The Board of Directors

Dear Sir/Madam,

AUTAGCO LTD.

CONSENT TO ACT

In accordance with Section 10 of the Companies Act 1967, we hereby consent to act as auditors of Autagco Ltd. for the financial year ending 31 July 2025 and subsequent years until such consent is withdrawn by us.

Our acceptance of the appointment as its statutory auditors is subject to our internal new client acceptance procedures which include conflict checks with member firms of Grant Thornton International, among other things.

The appointment proposed, and to which we consent, is an appointment as statutory auditor only and not, in the absence of written arrangements to the contrary, as auditor with duties other than those prescribed or implied by the Companies Act 1967.

We would be pleased to provide any additional services compatible with our appointment that may be required from time to time, although such services are to be regarded as distinct from the performance of our duties as statutory auditor.

If we are appointed, an engagement letter will be forwarded to you in due course confirming our arrangements as your auditors.

This consent shall remain in force until cancelled in writing.

Yours faithfully

A handwritten signature in blue ink that reads "Grant Thornton Audit LLP".

GRANT THORNTON AUDIT LLP

APPENDIX B – NOTICE NOT TO SEEK RE-APPOINTMENT AS AUDITOR



3 March 2025

The Board of Directors

AUTAGCO LTD. (formerly known as LifeBrandz Ltd.) and its subsidiaries

36 Robinson Road,
#20-01, City House,
Singapore 068877

Forvis Mazars LLP

135 Cecil Street

#10-01

Singapore 069536

Tel +65 6224 4022

forvismazars.com/sg

Dear Sirs

RE: RESIGNATION AS AUDITORS

We hereby give notice of resignation as auditors of Autagco Ltd (the "Company") and its subsidiaries (refer to the attached appendix for the list of entities) and will serve as auditors of the Company only up to the conclusion of the next annual general meeting of the Company to be held on 7 March 2025.

We thank you for the opportunity to be of service to your Company in the past.

Yours faithfully

A handwritten signature in black ink, appearing to read "Forvis Mazars LLP".

**Forvis Mazars LLP
Public Accountants and
Chartered Accountants
Singapore**

Forvis Mazars LLP
Chartered Accountants of Singapore

Forvis Mazars LLP is a limited liability partnership registered in Singapore with registered number T07LL0916H and its registered office as above. It is an independent member firm of Forvis Mazars Group SC. Forvis Mazars is the brand name for the Forvis Mazars Global network (Forvis Mazars Global Limited), a leading global professional services network. The network operates under a single brand worldwide, with just two members: Forvis Mazars, LLP in the United States and Forvis Mazars Group SC, an internationally integrated partnership operating in over 100 countries and territories.

APPENDIX B – NOTICE NOT TO SEEK RE-APPOINTMENT AS AUDITOR

Appendix

- 1) Autagco Ltd. (formerly known as LifeBrandz Ltd.)
- 2) Lifebrandz Investment Management Pte. Ltd.
- 3) Superfood Kitchen Pte. Ltd.
- 4) The Green Bar Pte. Ltd.
- 5) LB F&B Pte. Ltd.
- 6) Cloud Eight Pte. Ltd.

NOTICE OF EXTRAORDINARY GENERAL MEETING

AUTAGCO LTD.

(Company Registration Number: 200311348E)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of Autagco Ltd. (the “**Company**”) will be held at 114 Lavender Street, #05-56 CT Hub 2, Singapore 338729 on 18 June 2025 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolution as set out below:

*All capitalised terms used in this notice of EGM which are not otherwise defined shall have the same meanings as ascribed to them in the Company’s circular to its shareholders dated 3 June 2025 (“**Circular**”).*

ORDINARY RESOLUTION

PROPOSED APPOINTMENT OF GRANT THORNTON AUDIT LLP AS THE AUDITOR OF THE COMPANY

THAT:

- (a) Grant Thornton Audit LLP, having consented to act, be and is hereby appointed as auditor of the Company with effect from the date of the Shareholders’ approval of this Ordinary Resolution, to hold office until the conclusion of the next annual general meeting of the Company, at a fee and on such terms as may be agreed by the Directors with Grant Thornton Audit LLP (“**Proposed Appointment of Auditor**”); and
- (b) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation to prepare and finalise, approve, ratify, sign, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to this Ordinary Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company to give effect to this Ordinary Resolution.

(See explanatory note)

By Order of the Board
AUTAGCO LTD.

Ng Boon Hui
Executive Chairman and Chief Executive Officer
3 June 2025

NOTICE OF EXTRAORDINARY GENERAL MEETING

Explanatory Note:

1. The Ordinary Resolution is to seek shareholders' approval to appoint Grant Thornton Audit LLP as the Auditor of the Company, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Directors of the Company to fix its remuneration.

The previous Auditor of the Company, Forvis Mazars LLP (previously known as Mazars LLP), had notified the Board in writing that it would not be seeking re-appointment as the Auditor of the Company at the FY2024 AGM. Accordingly, Forvis Mazars LLP retired as the Auditor of the Company following the FY2024 AGM.

In accordance with the requirements of Rule 712(3) of the Section B: Rules of Catalist of the listing manual of the Singapore Exchange Securities Trading Limited (the "**Catalist Rules**"):

- (a) Forvis Mazars LLP has confirmed by way of a letter to Grant Thornton Audit LLP dated 14 May 2025 ("**Professional Clearance Letter**") that it is not aware of any professional reasons why Grant Thornton Audit LLP should not accept appointment as Auditor of the Company;
- (b) save for the Disclaimer of Opinion, the Company confirms that there were no disagreements with Forvis Mazars LLP on accounting treatments within the last 12 months up to the date of retirement of Forvis Mazars LLP;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Appointment of Auditor that should be brought to the attention of the Shareholders which has not been disclosed in the Circular;
- (d) the Company confirms that the specific reasons for the Proposed Appointment of Auditor are disclosed in Section 2.1 of the Circular. There are no other specific reasons for the Proposed Appointment of Auditor that ought to be brought to the attention of the Shareholders which have not been disclosed in the Circular. The Proposed Appointment of Auditor is neither due to the dismissal of Forvis Mazars LLP nor the replacement of Forvis Mazars LLP as directed by the Singapore Exchange Securities Trading Limited; and
- (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the Proposed Appointment of Auditor.

Important Information:

- (a) The shareholders of the Company are invited to attend physically only at the EGM. This Notice of EGM, proxy form, the Request Form (to request for printed copy of the Circular) and the Circular will be made available to shareholders by electronic means via publication on the Company's corporate website at the URL: <https://autagco.com.sg/> and on the SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>. Printed copies of this Notice of EGM, proxy form and the Request Form (to request for printed copy of the Circular) will also be sent by post to shareholders. Shareholders who wish to receive a printed copy of the Circular are required to complete the Request Form and return it to the Company by 11 June 2025:
 - (i) via email to invest@autagco.com.sg; or
 - (ii) via post to the Company's registered address at 36 Robinson Road, #20-01 City House, Singapore 068877.
- (b) Pursuant to Section 181(1C) of the Companies Act 1967 of Singapore ("**Companies Act**"), a shareholder who is a Relevant Intermediary (as defined under Section 181(6) of the Companies Act) is entitled to appoint more than 2 proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such shareholder. Where such shareholder appoints more than one proxy, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the instrument of proxy.
- (c) Central Provident Fund ("**CPF**") Investment Scheme ("**CPFIS**") investors ("**CPFIS Investors**") and Supplementary Retirement Scheme ("**SRS**") investors ("**SRS Investors**") who hold the Company's Shares through CPF Agent Banks and/or SRS Operators:
 - (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators (as the case may be), and should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM,

in which case they should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) to submit their voting instructions at least seven (7) business days before the EGM (i.e. by 6 June 2025), in order to allow sufficient time for their respective CPF Agent Banks and/or SRS Operators to in turn submit a proxy form to vote on their behalf by 10.00 a.m. on 15 June 2025 (being not less than 72 hours before the time appointed for holding the EGM).

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (d) Shareholders, including CPFIS Investors and SRS Investors, and (where applicable) duly appointed proxies can attend the EGM in person. To do so, they will need to register in person at the registration counter(s) outside the EGM venue on the date of the EGM. Shareholders must bring along their NRIC/passport so as to enable the Company to verify their identity. Shareholders are requested to arrive early to facilitate the registration process and are advised not to attend the EGM if they are feeling unwell.
- (e) Substantial and relevant questions related to the agenda of the EGM may be submitted in advance in the following manner:
- (i) via email to invest@autagco.com.sg; or
 - (ii) via post to the Company's registered address at 36 Robinson Road, #20-01 City House, Singapore 068877,
- in either case, by 10.00 a.m. on 10 June 2025 for the purposes of the EGM.

When submitting the questions, please provide the Company with the following details, for verification purpose:

- (i) full name;
 - (ii) NRIC/passport/company registration number;
 - (iii) current address;
 - (iv) contact number; and
 - (v) number of Shares held and the manner in which such Shares are held in the Company (e.g. via CDP, CPFIS, SRS or scrip).
- (f) Shareholders are encouraged to submit their questions on or before 10.00 a.m. on 10 June 2025, as this will allow the Company sufficient time to address and respond to these questions on or before 10.00 a.m. on 13 June 2025 (not less than 48 hours prior to the closing date and time for the lodgement of the proxy forms). The responses will be published on SGXNet and the Company's corporate website. Where substantial and relevant questions submitted by shareholders are unable to be addressed prior to the EGM, including any questions received by the Company after 10.00 a.m. on 13 June 2025, the Company will address them during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- (g) The Directors will endeavour to address as many substantial and relevant questions as possible during the EGM. However, shareholders should note that there may not be sufficient time available at the EGM to address all questions raised. Please note that individual responses will not be sent to shareholders. The minutes of the EGM will be published on SGXNet within one month after the date of the EGM.
- (h) Shareholders who wish to exercise their voting rights at the EGM may:
- (i) (where such shareholders are individuals) attend and vote at the EGM or (where such shareholders are individuals or corporates) appoint proxies (other than the Chairman of the EGM) to attend and vote at the EGM on their behalf; or
 - (ii) (where such shareholders are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM.
- (i) Persons who hold Shares of the Company through Relevant Intermediaries, including CPFIS Investors and SRS Investors, can also submit their questions related to the resolution to be tabled for approval at the EGM based on the abovementioned instructions.
- (j) Except for a shareholder who is a Relevant Intermediary, a shareholder of the Company entitled to attend, speak and vote at the EGM is entitled to appoint not more than 2 proxies to attend, speak and vote in his stead. Where such shareholder appoints more than 1 proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
- (k) A proxy need not be a shareholder of the Company.
- (l) A corporation which is a shareholder of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with its Constitution and Section 179 of the Companies Act.
- (m) The instrument appointing the proxy(ies) must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the proxy(ies) is executed by a corporation, it must be executed under seal or the hand of its duly authorised officer or attorney. Where the instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- (n) The instrument appointing the proxy(ies), together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be deposited in the following manner:

NOTICE OF EXTRAORDINARY GENERAL MEETING

(i) via email to invest@autagco.com.sg; or

(ii) via post to the Company's registered address at 36 Robinson Road, #20-01 City House, Singapore 068877,

in either case, by 10.00 a.m. on 15 June 2025, being not less than 72 hours before the time appointed for holding the EGM. The completion and return of the proxy form by a shareholder shall not preclude him from attending, speaking and voting at the EGM in place of his proxy should he subsequently wish to do so.

- (o) The Company shall be entitled to reject the instrument appointing the proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy(ies) (such as in the case where the appointor submits more than one instrument of proxy).
- (p) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the EGM in order for the Depositor to be entitled to attend, speak and vote at the EGM.

Personal Data Privacy:

By (a) attending, speaking or voting at the EGM and/or any adjournment thereof; (b) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof; or (c) submitting any questions prior to, or at, the EGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's and its proxy(ies)'s or representative(s)'s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes of meeting and other documents relating to the EGM of the Company (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); and (ii) warrants that where the shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes. Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a shareholder of the Company (such as his/her name, his/her presence at the EGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

*This Notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**").*

*This Notice has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.*

The contact person for the Sponsor is Ms. Lim Qi Fang (Telephone: (65) 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.

AUTAGCO LTD.
(Company Registration No.: 200311348E)
(Incorporated in the Republic of Singapore)

**EXTRAORDINARY
GENERAL MEETING
PROXY FORM**

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 3 June 2025.

- IMPORTANT:**
1. The EGM of the Company will be held on 18 June 2025 at 10.00 a.m. at 114 Lavender Street, #05-56 CT Hub 2, Singapore 338729. The Notice of EGM, proxy form, the Request Form and the Circular will be sent to Shareholders by electronic means via publication on (i) the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's website at the URL <https://autagco.com.sg/>. Printed copies of the Notice of EGM, proxy form and the Request Form will also be sent by post to Shareholders.
 2. Investors who hold shares through Relevant Intermediaries, including under the Central Provident Fund Investment Scheme ("CPFIS Investors") or the Supplementary Retirement Scheme ("SRS Investors"), and who wish to appoint the Chairman of the EGM as their proxy should approach their respective Relevant Intermediaries, including CPF Agent Banks or SRS Operators, to submit their voting instructions at least seven (7) business days before the EGM (i.e. by 6 June 2025).
 3. This proxy form is not valid for use by CPFIS Investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
 4. Please read the notes to the proxy form.

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

being a shareholder/shareholders* of Autagco Ltd. (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or* (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing *him/her/them, the Chairman of the extraordinary general meeting of the Company (the "EGM"), as *my/our *proxy/proxies to attend, speak and vote for *me/us on *my/our behalf at the EGM to be held at 114 Lavender Street, #05-56 CT Hub 2, Singapore 338729 on Wednesday, 18 June 2025 at 10.00 a.m. and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for, against or to abstain from voting on the resolution to be proposed at the EGM as indicated hereunder. **If no specific direction as to voting is given, the *proxy/proxies (except where the Chairman of the EGM is appointed as *my/our proxy) will vote or abstain from voting at *his/her/their discretion. In the absence of specific directions in respect of the resolution, the appointment of the Chairman of the EGM as *my/our proxy for the resolution will be treated as invalid.**

Ordinary Resolution:	For**	Against**	Abstain**
To approve the Proposed Appointment of Grant Thornton Audit LLP as the Auditor of the Company			

Notes:

* Please delete where inapplicable.

** If you wish to exercise all your votes 'For' or 'Against' or 'Abstain' please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the 'Abstain' box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this _____ day of _____ 2025

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

Signature of Shareholder(s) or Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM



Notes:

1. Except for a shareholder who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act 1967 of Singapore ("**Companies Act**"), a shareholder of the Company entitled to attend, speak and vote at the EGM is entitled to appoint not more than two proxies to attend, speak and vote in his stead. Such proxy need not be a shareholder of the Company. Where such shareholder appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in this proxy form.
2. Pursuant to Section 181(1C) of the Companies Act, a shareholder who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder appoints more than one proxy, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
3. Central Provident Fund ("**CPF**") Investment Scheme ("**CPFIS**") investors ("**CPFIS Investors**") and Supplementary Retirement Scheme ("**SRS**") investors ("**SRS Investors**") who hold the Company's Shares through CPF Agent Banks and/or SRS Operators:
 - (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators (as the case may be), and should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) to submit their votes at least seven (7) business days before the EGM (i.e. by 6 June 2025) in order to allow sufficient time for their respective CPF Agent Banks and/or SRS Operators to in turn submit a Proxy Form to vote on their behalf by 10.00 a.m. on 15 June 2025 (being not less than 72 hours before the time appointed for holding the EGM).
4. Shareholders, including CPFIS Investors and SRS Investors, and (where applicable) duly appointed proxies can attend the EGM in person. To do so, they will need to register in person at the registration counter(s) outside the EGM venue on the date of the EGM. Shareholders must bring along their NRIC/passport so as to enable the Company to verify their identity. Shareholders are requested to arrive early to facilitate the registration process and are advised not to attend the EGM if they are feeling unwell.
5. Where a shareholder of the Company appoints 2 proxies, he shall specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each such proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second proxy as an alternate to the first name.
6. The proxy form must be signed by the appointor or his attorney duly authorised in writing. Where this proxy form is executed by a corporation, it must be executed under its common seal or sign by its attorney or duly authorised officer. Where the instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. A corporation which is a shareholder of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with its Constitution and Section 179 of the Companies Act.
8. The proxy form, duly executed, must be deposited in the following manner:
 - (a) via email to invest@autagco.com.sg; or
 - (b) via post to the Company's registered address at 36 Robinson Road, #20-01 City House, Singapore 068877,in either case, by 10.00 a.m. on 15 June 2025, being not less than 72 hours before the time appointed for holding the EGM.
9. A shareholder should insert the total number of shares held. If the shareholder has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), he should insert that number of shares. If the shareholder has shares registered in his name in the Register of Members of the Company, he should insert the number of shares. If the shareholder has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the shareholder of the Company.
10. Completion and return of this proxy form does not preclude a shareholder from attending, speaking and voting at the EGM in place of his proxy should he subsequently wish to do so. A shareholder may revoke the appointment of a proxy(ies) at any time before the EGM commences and in such an event, the Company reserves the right to terminate the proxy(ies)' access to the EGM proceedings.
11. A Depositor shall not be regarded as a shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time set for the EGM.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy or proxies, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 3 June 2025.