

CIRCULAR DATED 3 MAY 2021

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

If you have sold or transferred all your shares in the issued and paid-up share capital of Enviro-Hub Holdings Ltd. (the “**Company**”) held through The Central Depository (Pte) Limited (the “**CDP**”), you need not forward this Circular with the Notice of Extraordinary General Meeting (the “**EGM**”) and the attached proxy form to the purchaser or transferee, as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your shares represented by physical share certificate(s), you should immediately forward this Circular with the Notice of EGM and the attached proxy form immediately to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited (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.

In line with the Alternative Arrangements Order (as defined herein), Shareholders will not be able to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by (a) observing and/or listening to the proceedings via “live” audio-visual webcast or “live” audio-only stream; (b) submitting questions related to the resolution to be tabled for approval in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM. Please refer to the Notice of EGM dated 3 May 2021 for further information, including the steps to be taken by Shareholders to participate at the EGM. **Printed copies of this Circular will not be sent to the members. Instead, this Circular will be sent to the members solely by electronic means via publication on the Company’s website at the URL <http://www.enviro-hub.com/> and will also be available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.**

YOUR ATTENTION IS DRAWN TO THE RISK FACTORS DISCLOSED IN THIS CIRCULAR WHICH YOU SHOULD REVIEW CAREFULLY.



ENVIRO-HUB HOLDINGS LTD.

(the “**Company**”)

(Incorporated in the Republic of Singapore)

(Company Registration No. 199802709E)

CIRCULAR TO SHAREHOLDERS IN RELATION TO

THE DIVERSIFICATION OF THE GROUP’S BUSINESS TO INCLUDE THE HEALTHCARE PRODUCTS BUSINESS (AS DEFINED HEREIN)

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of Proxy Form	: 16 May 2021 at 10.30 a.m.
Date and time of EGM	: 18 May 2021 at 10.30 a.m.
Place of EGM	: Meeting to be held by way of electronic means

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DEFINITIONS

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

- “Alternative Arrangements Order”** : The COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020
- “Audit Committee”** : The audit committee of the Company
- “Board” or “Board of Directors”** : The board of directors of the Company, as at the date of this Circular
- “CDP”** : The Central Depository (Pte) Limited
- “Circular”** : This circular to Shareholders dated 3 May 2021
- “Company”** : Enviro-Hub Holdings Ltd.
- “Companies Act”** : The Companies Act, Chapter 50 of Singapore, as may be amended, modified or supplemented from time to time
- “Constitution”** : The present constitution of the Company, as may be amended from time to time
- “Controlling Shareholder”** : A person who:
- (a) holds directly or indirectly 15.0% or more of the total voting rights in the Company. The Exchange may determine that a person who satisfies this paragraph is not a controlling shareholder; or
 - (b) in fact exercises control over the Company
- “Director”** : A director of the Company, as at the date of this Circular
- “Diversification”** : The proposed diversification of the Group’s business to include the Healthcare Products Business, which shall include the PGSB Investment
- “EGM”** : The extraordinary general meeting of the Company to be held on 18 May 2021, notice of which is set out on pages 26 to 29 of this Circular
- “EPS”** : Earnings per share
- “Existing Business”** : The Group’s existing business, which includes:
- (a) trading, recycling and refining of e-waste/metals;
 - (b) piling contracts, construction, rental and servicing of machinery;
 - (c) property investments and management; and
 - (d) plastics to fuel refining

DEFINITIONS

“Group”	: The Company and its subsidiaries
“Healthcare Products”	: Healthcare products, pharmaceutical products, medical supplies and services, including but not limited to PPE such as: (a) latex and nitrile gloves for medical and industrial use; and (b) facemasks, eye protection, coveralls, gowns, face shields, respirators and other equipment designed to protect the wearer from injury or the spread of infection or illness, as well as medicine, medical consumables, bio supplies, medical equipment and devices, test-kits, vaccines, supplements and other pharmaceutical, medical and healthcare related products.
“Healthcare Products Business”	: The Group’s proposed healthcare products business, which, subject to Shareholders’ approval at the EGM, shall include the manufacturing, sales, distribution and marketing of the Healthcare Products and other related upstream and downstream activities, which shall include the PGSB Investment
“Latest Practicable Date”	: 28 April 2021, being the latest practicable date prior to the publication of this Circular
“Listing Manual”	: The listing manual of the SGX-ST, as may be amended or modified from time to time
“Notice of EGM”	: The notice of the Extraordinary General Meeting
“NTA”	: Net tangible assets
“PGSB”	: Pastel Glove Sdn. Bhd.
“PGSB Investment”	: The Company’s investment in PGSB, which took place by way of (i) a subscription of 500,000 new ordinary shares in the capital of PGSB of approximately US\$125,000 (the “ Proposed Subscription ”) and (ii) subject to the completion of the Proposed Subscription occurring, the grant by the Company to PGSB of an interest-free shareholders’ loan of approximately US\$4,875,000 (the “ EHL Shareholder’s Loan ”). As announced on 31 January 2021, the Company has completed the PGSB Investment and the full loan amount under the EHL Shareholder’s Loan has been disbursed by the Company to PGSB. Following the completion of the PGSB Investment, PGSB has become a 25% associated company of the Company
“PPE”	: Personal protective equipment
“Proposed Resolution”	: The proposed resolution set out in the Notice of EGM
“Proxy Form”	: The proxy form in respect of the EGM as set out in this Circular
“Securities Account”	: Securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent

DEFINITIONS

“SFA”	: The Securities and Futures Act, Chapter 289 of Singapore
“SFRS(I)”	: Singapore Financial Reporting Standards (International)
“SGXNet”	: A system network used by listed companies to send information and announcements to the SGX-ST or any other system network prescribed by the SGX-ST
“SGX-ST”	: Singapore Exchange Securities Trading Limited
“Shareholders”	: Registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited
“Shares”	: Ordinary shares in the capital of the Company
“Substantial Shareholders”	: A person who has an interest in the voting Shares (excluding Treasury Shares) in the Company, and the total votes attached to that Share, or those Shares, represent not less than 5.0% of all the voting Shares
“S\$”, “SGD” or “\$” and “cents”	: Singapore dollars and cents respectively
“Treasury Shares”	: Shall have the meaning ascribed to it in Section 4 of the Companies Act
“USD” or “US\$”	: United States Dollars, the lawful currency of the United States of America
“Working Committee”	: The Company’s working committee, which, subject to Shareholders approval for the Diversification, shall be established to, <i>inter alia</i> , manage the Group’s risks relating to the Diversification
“%”	: Per centum or percentage

Unless the context otherwise requires:

- i. the terms “**Depositor**”, “**Depository**”, “**Depository Register**” and “**Depository Agent**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA and the terms “**subsidiary**”, “**related company**” and “**substantial shareholder**” shall have the meanings ascribed to them in Sections 5, 6 and 81 of the Companies Act respectively;
- ii. the terms “**associate**” and “**associated company**” shall have the meanings ascribed to them in the Section entitled “Definitions and Interpretation” of the Listing Manual;
- iii. any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, the SFA, the Listing Manual or such statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, the SFA, the Listing Manual or such statutory modification thereof, as the case may be, unless otherwise provided;

DEFINITIONS

- iv. 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. References to persons shall, where applicable, include corporations;
- v. the headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular;
- vi. any reference to a time of a day in this Circular is a reference to Singapore time unless otherwise stated; and
- vii. any discrepancies in figures included in this Circular between the amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables in this Circular may not be an arithmetic aggregation of the figures that precede them.

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CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

All statements contained in this Circular, statements made in press releases and oral statements that may be made by the Company, the Group, their directors, executive officers or employees acting on their behalf, that are not statements of historical fact, constitute “forward looking statements”. Some of these statements can be identified by words that have a bias towards, or are, forward-looking such as “anticipate”, “believe”, “could”, “estimate”, “expect”, “forecast”, “if”, “intend”, “may”, “plan”, “possible”, “probable”, “project”, “should”, “will” and “would” or similar words. However, Shareholders should note that these words are not the exclusive means of identifying forward- looking statements. All statements regarding the Company’s and the Group’s expected financial position, business strategies, plans and prospects are forward-looking statements.

These forward-looking statements and other matters discussed in this Circular regarding matters that are not historical fact are only predictions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s and the Group’s actual future results, performance or achievements to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements.

Given the risks and uncertainties that may cause the Company’s and the Group’s actual future results, performance or achievements to be materially different from that expected, expressed or implied by the forward-looking statements in this Circular, undue reliance must not be placed on these statements.

The Company, the Group, their respective directors and executive officers are not representing or warranting to you that the actual future results, performance or achievements of the Company and the Group will be as those discussed in those statements. The respective actual future results may differ materially from those anticipated in these forward-looking statements as a result of the risks faced by us. Further, the Company and the Group disclaim any responsibility for updating any of those forward-looking statements or publicly announcing any revisions to those forward-looking statements to reflect their future developments, events or circumstances.

LETTER TO SHAREHOLDERS

ENVIRO-HUB HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 199802709E)

Directors :

Raymond Ng Ah Hua *(Executive Director / Chairman)*
Tan Kok Hiang *(Independent Director)*
Samuel Poon Hon Thang *(Independent Director)*
Lai Huen Poh *(Non-Executive Director)*

Registered Office :

3 Gul Crescent, Singapore
629519

3 May 2021

To: The Shareholders of Enviro-hub Holdings Ltd.

Dear Sir / Madam,

1. INTRODUCTION

1.1 EGM

The Directors are convening an EGM to be held via electronic means on 18 May 2021 at 10.30 a.m. to seek Shareholders' approval for the diversification of the Group's business to include the sale, distribution and marketing of Healthcare Products and other related activities, which shall include the PGSB Investment (the "**Healthcare Products Business**") (collectively, the "**Diversification**"). It is envisaged that the Diversification will change the existing risk profile of the Group. Accordingly, pursuant to the Listing Manual, Shareholders' approval is required for the Diversification.

The Diversification is set out as an ordinary resolution in the Notice of the EGM accompanying this Circular.

1.2 Circular to Shareholders

The purpose of this Circular is to provide Shareholders with information relating to, and to seek Shareholders' approval for, the abovementioned Diversification. Shareholders' approval will be sought at the EGM to be held on 18 May 2021 at 10.30 a.m., notice of which is set out on pages 26 to 29 of this Circular.

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

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

LETTER TO SHAREHOLDERS

2. THE DIVERSIFICATION

2.1 Existing business of the Group

The Group is currently principally engaged in the (a) trading, recycling and refining of e-waste/metals, (b) piling contracts, construction, rental and servicing of machinery, (c) property investments and management and (d) plastics to fuel refining. In addition, the Group has also acquired a 25% stake in PGSB, a company incorporated in Malaysia which is principally involved in the manufacturing and trading of rubber gloves (collectively, the “**Existing Business**”). The PGSB Investment took place by way of (i) a subscription of 500,000 new ordinary shares in the capital of PGSB of approximately US\$125,000 (the “**Proposed Subscription**”) and (ii) subject to the completion of the Proposed Subscription occurring, the grant by the Company to PGSB of an interest-free shareholders’ loan of approximately US\$4,875,000 (the “**EHL Shareholder’s Loan**”). As announced on 31 January 2021, the Company has completed the PGSB Investment and the full loan amount under the EHL Shareholder’s Loan has been disbursed by the Company to PGSB. Following the completion of the PGSB Investment, PGSB has become a 25% associated company of the Company.

It is envisaged that the Group will continue to rely substantially on the Existing Business for the short to medium term. The Group remains committed to the Existing Business so long as its continuity is in the best interest of the Group. The Diversification is meant to increase the Group’s business opportunities and thereafter contribute positively to the growth, financial position and long-term prospects of the Group.

2.2 Details of the Healthcare Products Business

Subject to the approval of the Shareholders for the Diversification being obtained at the EGM, the Directors propose to diversify the Group’s business to include the business of the manufacturing, sale, distribution and marketing of the Healthcare Products, as and when appropriate opportunities arise. PPE is one of the main categories of Healthcare Products that the Company currently intends to pursue, but it is not exhaustive. The Group intends to commit considerable efforts towards establishing the Healthcare Products Business, including developing know-how, implementing internal controls, setting up an operation structure and establishing a building book of clients and suppliers.

The Group may also, as part of the Healthcare Products Business, invest in or dispose of shares or interests in any entity that is in the business of manufacturing or distributing the Healthcare Products. Notwithstanding that the Healthcare Products Business shall be primarily conducted in the Asia-Pacific region, the United States of America and Europe, the Group does not plan to restrict the Healthcare Products Business to any specific geographical market as each market opportunity will be evaluated and assessed by the Board on its merits. The Group may also explore other joint ventures, partnerships, cooperation and/or strategic alliances with third parties who have the relevant expertise and resources to carry out the Healthcare Products Business as and when opportunities arise. The decision on whether a proposed transaction should be undertaken by the Group on its own or in collaboration with third parties will be made by the Board after taking into consideration various factors, such as the nature and scale of the business opportunity, the amount of investment required and the risks associated with such a transaction, nature of expertise required and economic conditions, taking into account the opportunities available.

Subject to Shareholders’ approval for the Diversification at the EGM, should the Group pursue any of such business opportunities under the Healthcare Products Business, such business activities shall constitute part of the ordinary course of business of the Group (where it does not change the risk profile of the Group), and the Company will make the requisite announcements to update Shareholders in accordance with the requirements of the Listing Manual.

LETTER TO SHAREHOLDERS

2.3 Rationale for the Diversification

The Diversification is part of the Group's corporate strategy to provide it with diversified and long-term growth, by adding to the Group new revenue and earning streams which the Group believes will serve to enhance Shareholders' value.

The Diversification is due to the following principal reasons:

(a) Increasing the Group's revenue streams and reducing reliance on the Existing Business

The Board believes that the Diversification represents an opportunity to establish a new and profitable business segment for the Group. The Diversification is one of the Group's strategies to diversify and increase its revenue streams. Through the Diversification, the Group may also be able to enhance its profitability, shareholder value, returns and improve its growth prospects. While the Group will continue to pursue sustainable growth strategies to strengthen and grow its Existing Business, the Group's exploration of other growth areas will facilitate the Group's quest for sustained performance in the future.

The Diversification may provide the Group with a more diversified business and stable revenue stream for future growth to enhance Shareholders' value.

(b) Benefit from the increasing demand of gloves, PPE and other related Healthcare Products

PPE includes rubber gloves, masks and protective gowns that protect the user from exposure to viruses and potential infections in the environment. Rubber gloves are used to cover the hands from the wrist to the fingertips of wearers from hazards. Medical gloves, which is a form of rubber gloves, are typically worn by healthcare professionals and workers in the medical industry as a safety measure to safeguard against infection and exposure to potential viruses, bacteria and contaminants. Medical gloves are also widely used in laboratory works to protect against contaminants and harmful chemicals.

COVID-19 drove an unprecedented increase in the demand for gloves and PPE, attributable to the increasing usage of gloves to protect healthcare professionals from the risk of contamination and infections like COVID-19 and the heightened hygiene standards at F&B establishments, hospitality and travel sectors are major factors contributing to the demand. The medical gloves market is expected to grow at a compound annual growth rate of over 15% during the period from 2019 to 2025¹ and the global healthcare industry's expenditure on PPE is forecasted to nearly triple by 2027.² It is estimated that the global PPE market size is expected to reach USD123.38 billion by 2027, growing at a compounded annual growth rate of 9.6%.³ An increasing focus on employee safety, coupled with favourable occupational safety regulations, is expected to drive the market growth.⁴ Moreover, the COVID-19 pandemic is expected to have a positive impact on the market due to increasing demand for a wide range of PPE, such as gloves, masks, face shields, and coveralls, especially from the healthcare sector, to avoid the spread of the virus.⁵

While the demand for gloves and PPE is also dependent on factors such as the severity of the COVID-19 pandemic, the availability of vaccines and the commercial viability to make available such vaccines to the masses, the demand for rubber gloves is still expected to be sustained, as demonstrated by the growth in demand pre-COVID-19. From the years 2010 to 2019, pre-COVID-19, the average growth in global demand for rubber gloves was 8% per annum.⁶ Even after recovery from the COVID-19 pandemic, the Group can reasonably expect the global and domestic demand of gloves to continue as it has become an important and essential product.

1 <https://www.researchandmarkets.com/reports/5067356/medical-gloves-market-global-outlook-and>
2 <https://www.cardinalhealth.com/content/dam/corp/web/documents/Report/cardinal-health-2020-PPE-market-report.pdf>
3 <https://www.grandviewresearch.com/press-release/global-personal-protective-equipment-ppe-market>
4 <https://www.grandviewresearch.com/press-release/global-personal-protective-equipment-ppe-market>
5 <https://www.grandviewresearch.com/press-release/global-personal-protective-equipment-ppe-market>
6 https://www.scbeic.com/en/detail/file/product/6857/fnyoncnigx/EIC-Note_rubber-glove_EN_20200601.pdf

LETTER TO SHAREHOLDERS

With stricter hygiene requirements, the use of gloves has been adopted as a standard operating procedure across sectors to prevent contamination of products. For instance, the use of gloves is envisaged to increase substantially for restaurants and foodservice workers as well as the hospitality and travel sectors in the post-COVID-19 era due to heightened emphasis on hygiene. Demand will also be driven by a growing aging population with the elderly being more susceptible to diseases. It is expected that even as nations emerge from lockdown, demand for PPE such as rubber gloves, masks and protective gowns will remain strong as a protective measure, so as to ensure a safe reopening.⁷

As a result, considering the industry prospects and market overview above, the Board is of the view that the Diversification of the Group into the Healthcare Products Business is attractive and will be beneficial to the Group.

(c) Marketability

The Group will engage potential buyers from various countries, including buyers from both the private sector and the public sector to secure sales, and will make further announcement(s) as and when we have entered into significant sales contracts.

(d) Provides flexibility to enter into transactions relating to the Healthcare Products Business

Upon the approval by the Shareholders of the Diversification, any acquisition or disposal which is in, or in connection with, the Healthcare Products Business, may be deemed to be in the Group's ordinary course of business and therefore not fall under the definition of a "transaction" under Chapter 10 of the Listing Manual. Accordingly, the Group may, in its ordinary course of business, enter into transactions relating to the Healthcare Products Business and which will not change the risk profile of the Group, in an efficient and timely manner without the need to convene separate general meetings from time to time to seek Shareholders' approval as and when potential transactions relating to the Healthcare Products Business arise. This will substantially reduce the administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Group.

In consideration of the above factors, the Board is of the view that the Diversification is in the best interests of the Group.

2.4 The Company's Investment into PGSB

Rationale for the Company's Diversification post investment into PGSB

In view of the prospects of the Healthcare Products Business as elaborated in section 2.3 above, the Group had initially acquired a 25% stake in PGSB as part of a cautious and calibrated move to test if the Group is able to ride on the growth of the Healthcare Products Business.

This initial 25% stake participation in PGSB, a newly incorporated manufacturer and distributor, has proven that PGSB is capable of producing high-quality medical grade latex and nitrile gloves, and convinced the Group's management that PGSB will be a good starting point for the Group to enter into the Healthcare Products Business. Furthermore, the founder of PGSB, Mr. Law Siau Woei ("**LSW**"), has over 20 years of experience in the gloves trading and manufacturing industry, thereby allowing the Group to tap into the potential customer base of PGSB. LSW's industry experience has reduced the risks that the Group faces in its expansion into the Healthcare Products Business.

⁷ <https://api2.sgx.com/sites/default/files/2020-06/CGS-CIMB%20-%20Medical%20Equipment%20%26%20Svc%20Jun%202020.pdf>

LETTER TO SHAREHOLDERS

Current progress of PGSB's business

Following from the Group's investment into PGSB, the Group's management has been closely monitoring the progress of PGSB. Thus far, the growth of PGSB's business and production facilities have been encouraging. The production lines are expected to be completed earlier than initially planned. Commercial production had commenced in end February 2021. PGSB has also obtained the necessary manufacturing licences earlier than expected. Furthermore, all the products produced by PGSB have been fully purchased by customers.

2.5 Application of Chapter 10 of the Listing Manual to the Diversification

Upon Shareholders' approval of the Diversification, any acquisition or disposal which is in, or in connection with, the Healthcare Products Business, may be deemed to be in the Group's ordinary course of business and therefore not fall under the definition of a "transaction" under Chapter 10 of the Listing Manual.

Accordingly, the Group may, in its ordinary course of business, enter into transactions relating to the Healthcare Products Business which will not change the risk profile of the Group, in an efficient and timely manner without the need to convene separate general meetings from time to time to seek Shareholders' approval as and when such potential transactions arise.

For the avoidance of doubt, notwithstanding that Shareholders' approval of the Diversification has been obtained, in respect of transactions involving the Healthcare Products Business:

- (a) where the acquisition of assets (whether or not the acquisition is deemed in the ordinary course of business of the Group) is one where any of the relative figures as computed based on the bases set out in Rule 1006 of the Listing Manual exceeds 100%, or results in a change of control of the Company, the transaction will be classified as a very substantial acquisition or reverse takeover and will be subject to Rule 1015 of the Listing Manual, and such transaction must be, *inter alia*, made conditional upon approval by Shareholders at a general meeting;
- (b) pursuant to Practice Note 10.1 of the Listing Manual, where any acquisition will change the risk profile of the Group, such acquisition must also be made conditional upon, *inter alia*, approval by Shareholders at a general meeting; and
- (c) which constitutes an "interested person transaction" as defined under the Listing Manual, Chapter 9 of the Listing Manual will apply to such transaction and the Company will comply with the provisions of Chapter 9 of the Listing Manual.

Pursuant to Rule 1005 of the Listing Manual, separate transactions completed within the last 12 months may also be aggregated and treated as if they were one transaction in determining whether a transaction falls into category (a), (b), (c) or (d) of Rule 1004 of the Listing Manual.

Notwithstanding the above requirements as prescribed under the Listing Manual, when the Group enters into its first major transaction as defined under Rule 1014 of the Listing Manual (the "**First Major Transaction**") involving the Healthcare Products Business, or where any of the Rule 1006 figures in respect of several transactions involving the Healthcare Products Business which are aggregated (the "**Aggregated Transactions**") within the last 12 months exceeds 20%, such First Major Transaction or the last of the Aggregated Transactions will be made conditional upon approval of the Shareholders at a general meeting. For the avoidance of doubt, the aggregation would also include the acquisition of PGSB that was completed on 31 January 2021, if 31 January 2021 falls within the 12-month period prior to the last of the Aggregated Transactions.

The Company will also be required to comply with any applicable and prevailing rules of the Listing Manual as may be amended or modified from time to time.

LETTER TO SHAREHOLDERS

2.6 Approvals, Licences and Permits

Approvals, licences and permits for export to target market

At present, the Group's target market for the Healthcare Products Business is worldwide. In addition to selling the Healthcare Products to the Singapore market, the Group intends to export the Healthcare Products to the United States of America and Europe. For exports to United States of America and Europe, the Healthcare Products will require registration with and/or have to meet the relevant (medical) device regulations of the United States of America (through the United States Food and Drug Administration (the "US FDA") and the European Union (the "EU"), as set out below:-

Country/Region	Necessary Registrations / Approvals
United States of America	a. US FDA 510k Premarket Notification b. US FDA Establishment Registration & Device Listing
EU	a. EU declaration of conformity together with the supporting technical documentation

With respect to the above, PGSB intends to export both medical grade and non-medical grade gloves. The export of medical grade gloves will be subject to the abovementioned requirements and PGSB has made the relevant submissions for such registrations and approvals. As for the export of non-medical grade gloves, such registrations and approvals are not presently required.

Approvals, licences and permits for the manufacturing of Healthcare Products

As announced by the Company on 16 March 2021, PGSB had, on 17 February 2021, obtained the approval for a manufacturing licence from the Ministry of International Trade and Industry of Malaysia (MITI) for the production of nitrile medical grade examination gloves and natural rubber medical grade examination gloves.

As and where necessary, desirable or required for any activities carried out under the Healthcare Products Business, the Group will apply for any other licences and/or permits required.

2.7 Operation and Management of the Healthcare Products Business

2.7.1 Management of the Healthcare Products Business

The Healthcare Products Business will be overseen by the Board, and it is worth noting that the Board and senior management of the Group comprise individuals with varied qualifications and experience who can and will provide strategic vision and policy on the Healthcare Products Business. In particular, Executive Chairman of the Group, Mr Raymond Ng Ah Hua, will be largely responsible for managing the Healthcare Products Business. Mr Raymond Ng Ah Hua has been and is responsible for overseeing the Group's overall direction and management of the Group's strategic development and expansion plans for the past sixteen (16) years. He has accumulated over 34 years of experience in the recycling and e-waste management and recovery business, and is also an accomplished property developer with more than 19 years of industry experience.

If necessary, the Group may also foster partnerships or enter into joint ventures with various other third parties in the Healthcare Products industry to assist it in undertaking the Healthcare Products Business more effectively and efficiently. Such partnerships may be on a case by case basis or on a long-term basis. In selecting its partners, the Group will take into account the specific expertise and competencies necessary for the transaction(s) in question and the experience, track record and financial standing of the party and/or parties concerned.

LETTER TO SHAREHOLDERS

The Group will also have the opportunity to leverage on the expertise of LSW, one of the existing shareholders and the founder of PGSB who has over 20 years of experience in the gloves trading and manufacturing industry, and tap into the potential customer base of PGSB.

The Group recognises that the Healthcare Products Business is ultimately different from its Existing Business. However, the Group is confident of developing and building up the expertise required for the Healthcare Products Business over time, considering the abovementioned experience of our Executive Chairman in the recycling and e-waste management, property development and related industries, together with the guidance and strategic vision of its Board and experience of the Company's partners.

The Group shall review the risk and returns of the transactions under the Healthcare Products Business. Transactions or investments (above an internally-determined threshold which may be approved by the Board from time to time) must be specifically approved by the Working Committee of the Company, which shall be set up for the purposes of monitoring the risk level of the Group following the Diversification.

To address the risks presented by the Diversification, the Board will set up a Working Committee comprising the Group's Executive Chairman (Mr. Raymond Ng Ah Hua), Group Chief Financial Officer (Ms. Tan Lay Mai), Group Chief Investment Officer (Mr. Adrian Toh Jia Sheng) and industry consultant and joint venture partner (LSW). The Working Committee will periodically report its findings to the Audit Committee. In addition, the Board and the Working Committee of the Company will review the risk exposure of the Healthcare Products Business at intervals not less frequent than on an annual basis.

The Working Committee will be tasked with the responsibility of overseeing the risk management activities of the Group in relation to the Healthcare Products Business following the Diversification. The Working Committee will be required to approve appropriate risk management procedures and measurement methodologies, and be involved in identifying and managing the various business risks for the Healthcare Products Business.

Raymond Ng Ah Hua and the Company's senior management will be tasked to oversee the hiring, and will review the suitability of potential employees to be engaged to carry out the Healthcare Products Business.

The Group will endeavour to ensure that the risk management systems implemented are commensurate with the risk and business profile, nature, size and complexity of operations and business activities of the Healthcare Products Business, and will review such risk management systems periodically to assess adequacy. However, the risk management and internal control system, no matter how sophisticated in design, still contains inherent limitations caused by misjudgement or fault. Accordingly, there is no assurance that the risk management and internal control systems are adequate or effective notwithstanding the Group's efforts, and any failure to address any internal control matters and other deficiencies may result in investigations and/or disciplinary actions, or even prosecution being taken against the Group and/or its employees, disruption to the risk management system, and an adverse effect on the Group's financial condition and results of operations.

2.7.2 Funding for the Healthcare Products Business

The Diversification into the Healthcare Products Business will be funded primarily through internal resources and, if required, tapping from capital markets, external borrowings or through exchange of equity-based assets (i.e. share swap for the Company's Shares).

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2.7.3 Risk Factors relating to the Diversification

To the best of the Directors' knowledge and belief, all risk factors which are material to Shareholders and prospective investors in making an informed judgment on the Diversification are set out below. Shareholders should carefully consider and evaluate each of the following risks and all other information contained in this Circular before deciding whether to vote in favour of the Diversification.

If any of the factors and/or uncertainties described below develops into actual events affecting the proposed Healthcare Products Business, this may have a material and adverse impact on the proposed Healthcare Products Business and consequently, the overall results of operations, financial condition and prospects of the Group could be similarly affected.

The risks declared below are not intended to be exhaustive and not presented in any order of importance. There may be additional risks not presently known to the Company or are currently not deemed to be material. New risk factors may emerge from time to time and it is not possible for the management to predict all risk factors, nor can the Group assess the impact of all factors on the proposed Healthcare Products Business or the extent to which any factor or combination of factors may affect the proposed Healthcare Products Business.

Shareholders should carefully consider and evaluate the following risk factors and all other information contained in this Circular before deciding on whether to vote in favour of the Diversification.

2.7.4 Risks in relation to the Group's entry into the Healthcare Products Business

(a) *The Group does not have any proven track record and business history in the operation of the Healthcare Products Business*

As the Group does not have a proven track record in carrying out the Healthcare Products Business, there is no assurance that the Healthcare Products Business will be commercially successful and that the Group will be able to derive sufficient revenue to offset the capital, start-up and financing costs of setting up new operations. Furthermore, as the Company's investment into PGSB is a new investment that was only completed recently in January 2021, there is no assurance that it will be commercially successful.

If the Group does not derive sufficient revenue from or does not manage the costs of the Healthcare Products Business effectively, the overall financial position and profitability of the Group may be adversely affected. Further, such financial costs could potentially be incurred in the form of capital commitments, debts, and contingent liabilities as well as increased operating expenses. Additional gearing is subject to interest payments and interest rate fluctuations and may also be subject to conditions that restrict or require consent for corporate restructuring or additional financing or fund raising, or restrictions on the payment of dividends and maintenance of certain financial ratios. These conditions may limit the flexibility of the Group in planning for, or reacting to, changes in the business or industry.

The Healthcare Products Business may expose the Group to unforeseen liabilities or risks associated with its entry into new markets or new businesses. The Group will also be exposed to the risks associated with a different competitive landscape and a different operating environment. In particular, the Group will be affected by factors that have an impact on the trends and developments affecting the Healthcare Products industry in general. The Healthcare Products industry is in turn affected by general economic conditions, other correlated sectors such as the healthcare, F&B, hospitality and travel sectors, changes in interest rates and relevant government policies and measures.

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The Group's future plans with regard to the Healthcare Products Business may not be profitable, may not achieve the targeted sales levels and profitability that justify the investments made and may take a long period of time before the Group could realise any return. The activities of the Healthcare Products Business may entail financial and operational risks, including diversion of the Management's attention from the Existing Business.

(b) *The Group may not have the ability or sufficient expertise to execute the Diversification*

The Group's ability to successfully diversify into the Healthcare Products Business is dependent upon its ability to adapt its existing knowledge and expertise and leverage on them to navigate the Healthcare Products Business. There is no assurance that the Group's existing experience and expertise will be sufficient for the Healthcare Products Business now and in the future as it incrementally expands, or that the Group will be able to hire employees with the relevant experience and knowledge, when required. The Group may not be able to successfully implement the Healthcare Products Business and this may adversely affect the Group's financial performance and profitability.

While the Group has planned the Diversification based on the Group's understanding of the current market outlook and general economic situation, there is no assurance that such plans will be commercially successful or that the actual outcome of the Diversification will match the Group's expectations. In such an event, the Group's business, financial condition, results of operations and prospects may be materially and adversely affected. Unforeseen circumstances and problems relating to its expansion projects may distract the Group's management from focusing on existing operations.

The Group can provide no assurance that it will be able to profitably manage the Healthcare Products Business without incurring substantial costs, or that it will not face delays or other operational or financial difficulties in doing so.

(c) *The Group may face intense competition from existing competitors and new market entrants in the Healthcare Products Business*

The rapid development and growth of the PPE market globally may lead to the Healthcare Products Business facing increasing competition among both domestic and international market participants. The success of the Group depends on its ability to generate customer patronage and nurture loyalty mainly by consistently offering top quality products at competitive prices on a timely basis. The Group may not be able to provide comparable products at lower prices or respond more quickly to market trends than potential or existing competitors who may have larger economies of scale and established distribution networks and in such an event, the Group may be unable to compete successfully against competitors and may not be able to grow its market share. Accordingly, the Healthcare Products Business, operations, results of operations and financial position may be adversely affected.

(d) *The Healthcare Products Business will be dependent on the Group's ability to attract and retain major customers, and the Group is exposed to the risk of decrease in orders, delays, claims, rejections or cancellations of orders*

There is no assurance that we will attract and continue to retain customers for our Healthcare Products or that they will maintain or increase their current level of business with the Group. If our sales to any of these customers are reduced significantly and we are unable to increase sales to other customers, our business and financial performance may be adversely affected. In the event there is a material delay, rejection and/or cessation of orders and/or claims for whatever reason by any of our major or other customers and we are unable to replace and/or obtain substitute orders of a comparable size, our business and results of operations may be adversely affected.

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(e) *The Healthcare Products Business will be dependent on the recruitment and retention of qualified employees for its operations*

As the management of the Group currently does not have direct experience in the operations and technical expertise in the Healthcare Products Business, the Group is dependent on the expertise and experience of the employees to be employed or parties that the Group would be collaborating with. The Healthcare Products Business would be dependent on the Group's ability to identify, retain, and/or train qualified employees to grow a management team to oversee the Healthcare Products Business. There is no assurance that the Group is able to identify such qualified employees and retain their continuous service. The operations of the Healthcare Products Business would adversely be impacted if such qualified employees are not employed or retained, and hence affecting the financial performance of the Group.

2.7.5 Risks relating to the Healthcare Products industry

(a) *The Group may be exposed to product safety, quality-related risks and subject to stringent healthcare regulations that may harm its business and reputation and subject it to product liability claims and/or regulatory action*

Product safety and quality will be critical to the Group's business and the Group will have to rely heavily on quality control systems to ensure the safety and quality of its Healthcare Products.

While the Group will put in place a proper quality control system and conduct regular product inspection checks prior to delivering the Healthcare Products to the customers, the Group cannot provide any assurance that failures in its quality control systems will not occur. Such failures may occur as a result of technical malfunctions of the equipment used to manufacture the Healthcare Products, or through negligence or misconduct occurring during the transportation and storage process which may result in product contamination. The Group's safety and quality inspection systems may not always be able to detect any such contamination or quality-related issues. Contamination risks are even greater for specialised surgical gloves which are required to be 100% sterile as they will be used in operating theatres during complex surgical procedures. Any such contamination or quality-related issues may cause the Group to suffer monetary losses through product liability claims or penalties assessed by government agencies or result in damage to its reputation, which would in turn materially and adversely affect the Group's business, financial condition, results of operations and/or prospects.

The customers who use the Healthcare Products may develop allergic or other adverse reactions despite the safety and quality controls and testing. If customers and users of the Group's products suffer any damage, injury, illness or other adverse reactions as a result of using its Healthcare Products, the Group may face an inherent risk of exposure to product liability actions and legal claims. There is no guarantee that the Group will be able to pass on the liability to its suppliers of the Healthcare Products or raw materials.

Further, in the event the Group's products are found to be unfit for their intended purpose, non-compliance with industry requirements or contain material defects, the Group may face product liability claims from customers. In the event of such incidents, the Group may have to spend a significant amount of time and resources to defend itself in the event that legal proceedings are instituted against it, with or without merit. Such claims, if decided unfavourably against the Group, may have an adverse impact on the Group's business, financial condition and results of operations.

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The Group's Products may be exposed to government health regulations in the jurisdictions in which it operates, and is particularly exposed to any regulatory ban on certain Healthcare Products or certain materials used to manufacture the Healthcare Products. In the event that such ban is implemented in other developed markets and/or in developing markets, the Group's export sales to these markets may be affected and any resultant decrease in or loss of sales of the affected products may have a material adverse financial effect on the Group's business, financial condition, results of operations and/or prospects.

(b) *The Group's profitability may be affected by shortages in raw materials or fluctuations in raw material prices*

The primary raw materials to be used in the production of rubber gloves are natural rubber and nitrile. The market prices of raw materials may fluctuate due to, among other reasons, changes in global supply and demand conditions. Nitrile, the main raw material to be used in the production of the Group's nitrile examination gloves, is a petroleum-based product. Any increase in petroleum prices may result in the increase in nitrile prices. Any increase in the cost of natural rubber may also lead to an increase in the price of gloves. Factors that may affect the cost of natural rubber include supply and demand as well as weather conditions and seasonality. The price of crude oil may also have an indirect impact on the cost of natural rubber as an increase in the price of crude oil may increase demand for natural rubber as opposed to synthetic rubber. These factors may result in the Group having to pay a higher cost for the raw materials as well as ready-made gloves and other PPE products that the Group may purchase for onward distribution. In the event that the Group is unable to find a comparable source of supply at similar rates or pass on increases in the price to its customers on a timely basis, the profit margins of its products may be adversely affected.

(c) *The Healthcare Products Business is subject to applicable governmental regulations, including licensing requirements*

The Group may be required to obtain certain licences and permits issued by various government authorities and regulatory agencies, and such licences and permits are essential for the conduct of the Healthcare Products Business. There is no assurance that the Group will be able to obtain such licences, approvals and permits in a timely manner or at all.

These licences and permits are also generally subject to a variety of conditions which are either stipulated in the licences and permits themselves or under the particular legislation and/or regulations. The continuation of these licences and permits may be subject to periodic examinations and/or random inspections by the relevant authorities to ensure that the Group's operations and premises comply with all relevant regulations of the issuing authority. Any breach or material non-compliance with the regulations of the issuing authorities may result in suspension, withdrawal or termination of the relevant licences and permits, financial penalties or cessation of the Group's operations.

In the ordinary course of business, the Group may be required to renew various licences and permits, and the renewal processes may inadvertently be delayed due to administrative lag. The Group cannot guarantee that, upon the expiration of any of its licences and permits, it will be able to renew all necessary licences and permits in the future in a timely manner or at all or that the Group will not be subject to suspension, withdrawal or termination of its licences and permits. Any failure to secure renewal, or any loss, of a required licence or permit, would materially and adversely affect the Group's business, financial condition, results of operations and/or prospects.

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(d) *Failure to comply with environmental law, regulations and government policies could harm the Group's operating results, financial condition and reputation*

The Group's manufacturing operations will be subject to the relevant environmental laws and regulations in the regions that the manufacturing segment of the Healthcare Products Business may operate. Such environmental laws and regulations may impose requirements in relation to the emission control and proper waste management.

There is no assurance that the measures implemented by the Group to comply with the relevant environmental laws will be sufficient. In the event that environmental laws, regulations or government policies are amended and more stringent requirements are imposed on the Group, the Group may incur corresponding increased costs and expenses to comply with such requirements. Furthermore, the Group may be unknowingly in breach of applicable environmental laws and regulations. Any failure by the Group to comply with the applicable environmental laws and regulations may lead to claims, liabilities or the suspension of its operations, and thereby materially adversely affect the Group's business, financial condition, results of operations and/or prospects.

(e) *Increasing operational costs in manufacturing Healthcare Products could materially and adversely affect the Group's business, financial condition, results of operations and prospects*

It is anticipated that the Group will use various types of fuel such as natural gas, biomass and diesel, predominantly for the boilers and other heating devices that are used in manufacturing gloves. As fuel costs will contribute a significant proportion of the Group's cost of production, any increase in global fuel prices may have an adverse effect on its profitability and financial performance in the event the Group is unable to pass on the increase in fuel costs to customers. Operational costs may also rise should the cost of other utilities like electricity and water increase. An increase in the costs of fuel and utilities may materially and adversely affect the business, financial condition, results of operations and/or prospects.

(f) *The Group may be reliant on foreign labour and may encounter increased costs of labour or labour shortage*

The Group may be reliant on foreign labour for the manufacturing segment of the Healthcare Products Business. This is because the process of manufacturing Healthcare Products requires manual labour, particularly the parts of the production line that are not fully-automated, such as the stages of quality control and packing, as well as the transportation process. As such, the Group is vulnerable to the shortage and rising employment costs of foreign workers. The availability of foreign workers is subject to policies imposed by the governments in the regions that the Group operates in. Any changes in such policies may affect the supply of foreign workers and cause disruptions to the Group's production. For instance, any increases in minimum wage or foreign worker levies or any other costs imposed in relation to the employment of foreign workers may also result in increased costs and overheads for the Group. If the Group is unable to factor such increases in the costs and expenses into our pricing, there will be a material adverse impact on the Group's operations and financial performance.

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(g) *The Group is subject to risks associated with technological changes*

With continual research and development, new technology may be developed to produce the same Healthcare Products that the Group may manufacture, but at a lower production cost per unit. If the Group is unable to adopt such new technology and more cost-efficient manufacturing techniques for its production lines while its competitors are able to do so, the Group may not be able to price its products competitively against its other competitors. This may result in the Group being unable to establish its market share, and the Group's business, financial condition, results of operations and/or prospects may be adversely affected.

(h) *Any future natural disaster, health epidemics or terrorist attacks may adversely affect the Group's operational results*

The Healthcare Products Business is subject to general economic and social conditions in the regions where the Group operates. Natural disasters, epidemics, terrorist attacks and other acts of God, which are beyond our control, may adversely affect the economy, infrastructure and livelihood of people in the regions that the Group operates.

The threat of flood, earthquake, sandstorm, snowstorm, fire, drought, terrorist attacks and pandemics such as COVID-19, may result in material disruptions to our operations and delays in meeting our clients' orders, which in turn could materially and adversely affect the Group's business, financial condition and results of operations.

(i) *The Group may be exposed to foreign exchange risk*

The Group may be exposed to risks related to exchange rate fluctuations. While the Group's operating expenses and purchases would be denominated mainly in SGD or USD, its revenues would be primarily denominated in foreign currency as its sales are expected to be principally in markets outside Singapore. To the extent that the Group's sales, purchases and operating costs are not naturally matched in the same foreign currency and there are timing differences between invoicing and collections/payment, it will be exposed to any adverse fluctuations of the various currencies against SGD or USD.

While hedging instruments may be available to reduce the Group's exposure to exchange rate fluctuations, the cost of such hedging instruments may fluctuate significantly over time and can outweigh the potential benefit from the reduced currency volatility. The availability and effectiveness of these hedging instruments may be limited and the Group may not be able to hedge its exposure successfully, or at all.

2.7.6 General risks of doing business overseas

There are inherent general risks in doing business overseas. These general risks include unexpected changes in regulatory requirements, social and political instability, potentially adverse tax consequences, legal uncertainty regarding liability, tariffs and other trade barriers, variable and unexpected changes in local law, any of which could materially affect the sale and distribution of the Healthcare Products overseas. These risks may affect the Group's business and financial condition.

2.8 **Changes to the Board of Directors arising from the Diversification**

There will be no new appointment to the Board of Directors arising from the Diversification.

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2.9 Financial Effects of the Diversification

As at the Latest Practicable Date, the Company has no affirmative and binding plans in relation to the Healthcare Products Business that is expected to materially impact the net profit, EPS or NTA of the Group.

Should there be any material impact on the Group's NTA per Share and EPS for FY2021 as a result of any developments relating to the Healthcare Products Business, the Company will make the necessary announcements at the appropriate time.

2.10 Disclosure of Financial Results of the Healthcare Products Business

The Healthcare Products Business will be accounted for as a new business segment in the Group's financial statements in line with the SFRS(I) and accordingly, the Group will disclose the financial results of Healthcare Products Business as part of the Group's financial statements. The financial results of the Healthcare Products Business together with the Group's financial statements will be periodically announced pursuant to the requirements as set out in Chapter 7 of the Listing Manual. In these periodic results announcements, the Group may provide segmented financial results relating to the Healthcare Products Business where appropriate or if required under any applicable accounting standards and Listing Manual.

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at the Latest Practicable Date, the Company has an existing issued and paid-up share capital of 1,240,495,342 Shares. The interests of Directors and Substantial Shareholders in the Shares of the Company, as at the Latest Practicable Date, are as follows:

	No. of shares registered in the name of the substantial shareholders	No. of shares held by the substantial shareholders in the name of nominees	No. of shares in which substantial shareholders are deemed to be interested	Total Number of Shares	Percentage of Issued Shares (%)
Directors					
Ng Ah Hua	414,393,264	-	5,480,000	419,873,264	33.85
Tan Kok Hiang	2,216,666	-	-	2,216,666	0.18
Samuel Poon Hon Thang	923,333	-	-	923,333	0.07
Lai Huen Poh	2,961,666	-	719,442	3,681,108	0.30
Substantial Shareholders (other than Directors)					
Seow Bao Shuen	82,838,025	65,000,000 ⁽¹⁾	-	147,838,025	11.92

Note:

(1) This represents Ms Seow Bao Shuen's direct interest of 65,000,000 shares held in the name of Citibank Nominees Singapore Pte Ltd.

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4. INTEREST IN THE PROPOSED RESOLUTION

Subject to Shareholders' approval for the Diversification, the Group may enter into future transactions under its Healthcare Products Business which Controlling Shareholders and/or Directors may have interests (whether direct or indirect) in or may have referred or otherwise recommended to the Group.

The Company shall comply with the provisions under Chapter 9 of the Listing Manual, if necessary, as and when such transactions are entered into by the Group, including seeking independent Shareholders' approval if a transaction(s) is an "interested person transaction" as defined under Chapter 9 of the Listing Manual and which exceeds (a) 5% of the Group's latest audited NTA; or (b) 5% of the Group's latest audited NTA, when aggregated with other transactions entered into with the same interested person during the same financial year.

Save as disclosed above, none of the Directors and Controlling Shareholders has any interest, direct or indirect, in the Proposed Resolution, other than through their respective shareholdings in the Company.

5. DIRECTORS' SERVICE AGREEMENT(S)

No service contract is proposed to be entered into between the Company and any person in connection with the Healthcare Products Business.

6. DIRECTORS' RECOMMENDATIONS

The Directors, having considered, *inter alia*, the rationale for the Diversification as set out above in this Circular and after discussion with the management of the Company, are of the opinion that the Diversification is in the interest of the Company and accordingly recommend that Shareholders vote in favour of the ordinary resolution relating thereto to be proposed at the EGM.

7. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages 26 to 29 of this Circular, will be held by way of electronic means (via live webcast and audio only means) in accordance with the Alternative Arrangements Order on 18 May 2021 at 10.30 a.m. for the purpose of considering and, if thought fit, passing, with or without any modification, the Diversification set out in the Notice of EGM.

8. ACTION TO BE TAKEN BY SHAREHOLDERS

In line with the Alternative Arrangements Order, the Company has put in place alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions before or at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Notice of EGM dated 3 May 2021 which has been uploaded on SGXNet on the same day. The announcement and Notice of EGM may also be assessed at the Company's website at <http://www.enviro-hub.com/>.

(a) Pre-Registration

Shareholders who wish to attend the EGM via live audio-visual webcast or live audio-only stream, must pre-register by stating their emails, full names, NRIC/Passport Nos./Company Registration Nos. and address to info@enviro-hub.com by 10.30 a.m. on 16 May 2021 (the "Registration Cut-Off Date") to enable the Company to verify their status as Shareholders.

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Following the verification, authenticated Shareholders will receive a confirmation email by **17 May 2021**. The email will contain login credentials and instructions to access the live audio-visual webcast or audio-only of the EGM proceedings. Shareholders who do not receive an email by **5.00 p.m. on 17 May 2021** but have registered by **10.30 a.m. on 16 May 2021**, should contact the Company at the following email address: info@enviro-hub.com.

Shareholders must not forward the abovementioned email instructions to other persons who are not members and who are not entitled to attend the EGM. This is also to avoid any technical disruptions or overload to the Live Webcast.

(b) Submitting questions in advance of the EGM

Shareholders will not be able to ask questions during the live audio-visual webcast of the EGM proceedings. Therefore, it is important for Shareholders to pre-register and submit their questions in advance of the EGM.

- i. **via email** to: info@enviro-hub.com; or
- ii. **via post**, to the Company's registered address at 3 Gul Crescent, Singapore 629519.

All questions must be submitted **by no later than 10.30 a.m. on 15 May 2021** to the Company.

For verification purpose, when submitting any questions via email, members **MUST** provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held).

The Company will endeavor to address the substantial queries from members prior to the EGM and upload the Company's responses on the SGXNet. Where substantial and relevant questions submitted by members are unable to be addressed prior to the EGM, the Company will address them at the EGM. The minutes of the EGM, including responses to substantial queries from the members which are addressed during the EGM, shall thereafter be published on SGXNet and the Company's corporate website at <http://www.enviro-hub.com/>, within one (1) month from the date of the EGM.

Investors who hold shares through relevant intermediaries as defined in Section 181(C) of the Companies Act, including SRS Investors, can submit their questions in relation to any resolution set out in the Notice of EGM upon pre-registration, however, they should, in addition to pre-registering, approach their respective agents **by 6 May 2021**, so that the necessary arrangements can be made by the relevant agents for their participation in the EGM.

(c) Submission of proxy form

Shareholders will only be able to vote at the EGM by appointing the Chairman of the EGM as proxy to vote on their behalf. Shareholders (other than CDP) holding Shares who wish to vote, should complete, sign and return the Shareholder Proxy Form attached to the Notice of EGM in accordance with the instructions printed therein as soon as possible and, must appoint the Chairman of the EGM as their proxy by completing and submitting the duly completed Proxy Form to the Company in the following manner:-

- i. **via email** to: info@enviro-hub.com;
- ii. **via post**, to the Company's registered address at 3 Gul Crescent, Singapore 629519,

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in either case, **not less than forty-eight (48) hours by 10.30 a.m. on 16 May 2021** before the time for holding the EGM and at any adjournment thereof.

In appointing the Chairman of the EGM as Proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting in the Proxy Form, failing which the appointment will be treated as invalid.

If the appointor is a corporate, the Proxy Form must be executed under seal or the hand of its duly authorised officer or attorney.

A member who wishes to submit an instrument of proxy by (a) and (b) must first download the proxy form, which is available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> or the Company's website at the URL <http://www.enviro-hub.com/>, complete and sign the proxy form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation, members are strongly encouraged to submit completed proxy forms electronically by email.

Investors who hold shares through relevant intermediaries as defined in Section 181(C) of the Companies Act, including SRS investors, and wish to appoint the Chairman of the EGM as proxy, should approach their respective agents to submit their votes by **6 May 2021** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by **10.30 a.m. on 16 May 2021**.

The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy if it is incomplete, improperly complete, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the EGM as proxy (such as in the case the appointor submits more than one instrument of proxy).

A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited at least seventy-two (72) hours before the time fixed for holding the EGM in order for the Depositor to be entitled to vote on any or all of the resolution at the EGM by appointing the Chairman of the EGM as his/her proxy to do so on his/her behalf. In view of Section 81SJ(4) of the SFA, 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/her name appears in the Depository Register maintained by the CDP at least seventy-two (72) hours before the EGM. Any Shareholder who is holding his/ her shares via the CDP but whose name is not registered with the CDP seventy-two (72) hours before the EGM will not be entitled to attend and vote at the EGM. Accordingly, even if such shareholder deposits his/her proxy form seventy-two (72) hours before the EGM, the Chairman of the EGM who is appointed as his/her proxy will not be entitled to vote on his/her behalf at the EGM.

In view of the current COVID-19 situation, members are strongly encouraged to submit completed proxy forms electronically via email.

9. LEGAL ADVISERS

For the purposes of the Diversification, Shook Lin & Bok LLP has been appointed as the legal adviser to the Company in respect of Mainboard Rules compliance in relation to the Diversification.

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10. CONSENT

Shook Lin & Bok LLP, named as legal counsel to the Company in respect of Mainboard Rules compliance in relation to the Diversification, has given and has not withdrawn its written consent to the issuance of this Circular with the inclusion of its name and all references thereto, in the form and context in which they appear in this Circular.

11. 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 Diversification, 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 the Circular in its proper form and context.

12. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the current registered office of the Company at 3 Gul Crescent, Singapore 629519 during normal business hours from the date of this Circular up to and including the time and date of the EGM:

- (a) the FY2020 Annual Report of the Company;
- (b) the Constitution of the Company; and
- (c) the letter of consent referred to in Section 10 of this Circular.

Yours faithfully

Raymond Ng Ah Hua
Executive Chairman

For and on behalf of
the Board of Directors of
ENVIRO-HUB HOLDINGS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

ENVIRO-HUB HOLDINGS LTD.

(Incorporated in the Republic of Singapore)

(Company registration no. 199802709E)

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of **ENVIRO-HUB HOLDINGS LTD.** (the “**Company**”) will be held by way of electronic means on **18 May 2021 at 10.30 a.m.** for the purpose of considering and, if thought fit, passing with or without modifications, the following:

ORDINARY RESOLUTION: THE DIVERSIFICATION OF THE BUSINESS OF THE GROUP INTO THE HEALTHCARE PRODUCTS BUSINESS

That:

- (a) the diversification by the Company and its subsidiaries of its core business to include the Healthcare Products Business that involves activities described in Section 2 of the Company’s circular to the Shareholders dated 3 May 2021 (the “**Healthcare Products Business**”), and any other activities related to the Healthcare Products Business, be and is hereby approved and confirmed;
- (b) the investment, purchase, lease, acquisition or disposal by the Company from time to time of any such assets, investments and interest that is in line with the Healthcare Products Business on such terms and conditions as the Directors of the Company may deem fit, and such acts or things as they deem desirable, necessary or expedient to give effect to any such investment, purchase, lease, acquisition or disposal be and is hereby approved and confirmed; and
- (c) the Directors of the Company and each of them be and are hereby authorised to enter into all such transactions, arrangements and agreements and approve, execute and deliver all documents and do all deeds and things as may be necessary, expedient, incidental or in the interests of the Company, as they or he may consider necessary, desirable, expedient or in the interest of the Company to give effect to this ordinary resolution or the transactions contemplated by the Diversification.

BY ORDER OF THE BOARD
ENVIRO-HUB HOLDINGS LTD.

Joanna Lim Lan Sim
Company Secretary

3 May 2021
Singapore

NOTICE OF EXTRAORDINARY GENERAL MEETING

Important notes on the Extraordinary General Meeting (“EGM”) to be held by electronic means:

(A) Pre-Registration

1. The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Alternative Arrangements Order**”).
2. In line with the Alternative Arrangements Order, members will not be able to attend the EGM in person. Members will be able to watch the proceedings of the EGM through a “live” webcast via their mobile phones, tablets or computers or listen to these proceedings through a “live” audio feed via telephone. In order to do so, members who wish to watch the “live” webcast or listen to the “live” audio feed must pre-register by **10.30 a.m. on 16 May 2021**, via email to info@enviro-hub.com or posted/deposited at the registered office of the Company at 3 Gul Crescent, Singapore 629519. Following authentication of their status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the EGM by **17 May 2021**. Members who do not receive an email by **5.00 p.m. on 17 May 2021** should contact the Company at the following email address: info@enviro-hub.com.

(B) Submission of Questions

3. Members who pre-register to watch the “live” webcast or listen to the “live” audio feed may also submit questions relating to the resolutions to be tabled for approval at the EGM. Please note that members will not be able to ask questions at the EGM “live” during the webcast and the audio feed.

All questions must be submitted by **no later than 10.30 a.m. on 15 May 2021** to the Company:

- (a) **via email** to: info@enviro-hub.com; or
- (b) **via post**, to the Company’s registered address at 3 Gul Crescent, Singapore 629519.

For verification purpose, when submitting any questions via email, members **MUST** provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held).

The Company will endeavour to address the substantial queries from members prior to, or at the EGM and upload the Company’s responses on the SGXNet. The minutes of the EGM, which including responses to substantial queries from the Members which are addressed during the EGM, shall thereafter be published on SGXNet and the Company’s corporate website at <http://www.enviro-hub.com/>, within one (1) month from the conclusion of the EGM.

Investors who hold shares through relevant intermediaries as defined in Section 181(C) of the Companies Act, including SRS Investors, can submit their questions in relation to any resolution set out in the Notice of EGM upon pre-registration, however, they should, in addition to pre-registering, approach their respective agents **by 6 May 2021**, so that the necessary arrangements can be made by the relevant agents for their participation in the EGM.

NOTICE OF EXTRAORDINARY GENERAL MEETING

(C) Submission of Proxy Form

4. A member will not be able to attend the EGM in person. Members (whether individuals or corporates) who wish to exercise their voting rights at the EGM must appoint the Chairman of the EGM as their proxy to attend, speak and vote on their behalf at the EGM. In appointing the Chairman of the EGM as proxy, members (whether individuals or corporates) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
5. The Chairman of the EGM, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:
 - (a) **via email** to: info@enviro-hub.com; or
 - (b) **via post**, to the Company's registered address at 3 Gul Crescent, Singapore 629519,

in either case, not less than 48 hours before the time for holding the EGM and at any adjournment thereof.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Investors who hold shares through relevant intermediaries as defined in Section 181(C) of the Companies Act, including SRS investors, and wish to appoint the Chairman of the EGM as proxy, should approach their respective agents to submit their votes by **6 May 2021** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by **10.30 a.m. on 16 May 2021**.

7. The Circular in relation to the Diversification have been made available on SGXNet and may be accessed at <https://www.sgx.com/securities/company-announcements> or the Company's URL at <http://www.enviro-hub.com/>.
8. The instrument appointing the Chairman of the EGM as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
9. Where an instrument appointing the Chairman of the EGM as proxy is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
10. The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy 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 Chairman of the EGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).
11. In the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING

IMPORTANT REMINDERS

Due to the constantly evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNet for updates on the EGM. Further, in view of COVID-19, members are strongly encouraged to submit completed proxy forms electronically via email.

PERSONAL DATA PRIVACY

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote 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 personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guideline (collectively, the "**Purposes**"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

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PROXY FORM

ENVIRO-HUB HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
(Company registration no. 199802709E)

PROXY FORM EXTRAORDINARY GENERAL MEETING

(Please see notes overleaf before completing this Form)

IMPORTANT

- (1) This Proxy Form is not valid for use by investors who hold shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50 of Singapore), including CPF and SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them.
- (2) CPF Investors and SRS Investors who wish to appoint the Chairman of the EGM as proxy to vote on their behalf should approach their respective CPF Agent Banks and SRS Operators to submit their voting instructions at least seven (7) working days before the EGM. Other investors holding shares in the Company through relevant intermediaries who wish to vote should approach their relevant intermediaries as soon as possible to specify voting instructions.

PERSONAL DATA PRIVACY:

By submitting this Proxy Form, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 3 May 2021.

This form of proxy has been made available on SGXNet and may be accessed at the URL <https://www.sgx.com/securities/companyannouncements>. A printed copy of this form of proxy will NOT be dispatched to members.

*I/We, (Name) _____ (NRIC/Passport/UEN) _____
of (Address) _____

being a member/members* of Enviro-hub Holdings Ltd. (the "**Company**"), hereby appoint the Chairman of the EGM (defined below), as *my/our *proxy/proxies to attend, speak and vote for *me/us on *my/our behalf at the Meeting of the Company to be held by way of electronic means on **18 May 2021 at 10.30 a.m.**

I/We* direct the Chairman of the EGM to vote for or against the resolution to be proposed at the EGM as indicated hereunder, for me/us* and on my/our* behalf at the EGM and at any adjournment thereof.

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

Ordinary Resolution	For	Against	Abstain
To approve and confirm the diversification of the Group into the Healthcare Products Business.			

Please indicate your vote "For", "Against" or "Abstain" with an "X" within the box provided. Alternatively, please indicate the number of votes "For" or "Against" within the box provided. If you wish the Chairman of the EGM as your proxy to "Abstain" from voting on a resolution, please indicate "X" in the "Abstain" box in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the EGM as your proxy is directed to abstain from voting in that resolution. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the EGM as your proxy for that resolution will be treated as invalid.

Dated this _____ day of _____ 2021

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

Signature of Member(s) or Common Seal of Corporate Member

* Delete as appropriate

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

PROXY FORM

NOTES:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the Proxy Form shall be deemed to relate to all the Shares held by you.
2. In line with the Alternative Arrangements Order, a member will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. This Proxy Form may be accessed on the SGX website at the URL <https://www.sgx.com/securities/companyannouncements> and is also available on the Company's website. Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid. Proxy Forms appointing such person other than the Chairman of the EGM shall be deemed to appoint the Chairman of the EGM as proxy.
3. CPF/SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the date of the EGM.
4. The Chairman of the EGM, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:
 - (a) **via email** to: info@enviro-hub.com; or
 - (b) **via post**, to the Company's registered address at 3 Gul Crescent, Singapore 629519.in either case, by no later than 10.30 a.m. on 16 May 2021, being 48 hours before the time for holding the EGM and at any adjournment thereof.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation, members are strongly encouraged to submit completed Proxy Forms electronically via email.
6. The Circular in relation to the Diversification have been made available on SGXNet and may be accessed at <https://www.sgx.com/securities/company-announcements> or the Company's URL at <http://www.enviro-hub.com/>
7. The instrument appointing the Chairman of the EGM as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
8. Where an instrument appointing the Chairman of the EGM as proxy is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
9. The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy 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 Chairman of the EGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).
10. In the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.
11. The Company shall be entitled to reject the Proxy Form 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 Proxy Form (including any related attachment).
12. By submitting an instrument appointing a proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 3 May 2021.