

GENERAL ANNOUNCEMENT::PROPOSED APPOINTMENT OF INDEPENDENT ADVISER AND INDEPENDENT REVIEWER

Issuer & Securities

Issuer/ Manager

SHANGHAI TURBO ENTERPRISES LTD

Securities

SHANGHAI TURBO ENTERPRISES LTD - KYG8064W1160 - AWM

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No

Announcement Details

Announcement Title

General Announcement

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New

Announcement Sub Title

Proposed Appointment of Independent Adviser and Independent Reviewer

Announcement Reference

SG190125OTHREVKH

Submitted By (Co./ Ind. Name)

Wong Yoen Har

Designation

Company Secretary

Description (Please provide a detailed description of the event in the box below)

Please see attached.

Attachments

[Announcement.pdf](#)

Total size =57K MB

SHANGHAI TURBO ENTERPRISES LTD.

(Company Registration No.: CT-151624)

Incorporated in the Cayman Islands

PROPOSED APPOINTMENT OF INDEPENDENT ADVISER AND INDEPENDENT REVIEWER

The Board of Directors (the "**Board**") of Shanghai Turbo Enterprises Ltd (the "**Company**", and together with its subsidiaries, the "**Group**") refers to its announcements on 5 January 2018, 15 May 2018, 25 May 2018, 14 June 2018, 19 June 2018, 6 July 2018, 19 July 2018, 20 July 2018, 11 September 2018, 27 September 2018, 2 October 2018, 8 October 2018 and 25 January 2019 in relation to, *inter alia*, the ongoing legal proceedings of the Company and the requisition for an extraordinary general meeting by shareholders of the Company (the "**EGM**"), as well as the Notice of EGM and Letter to Shareholders dated 25 January 2019 relating to the EGM (the "**Circular**").

Singapore Exchange Securities Trading Limited (the "**SGX-ST**") in granting its clearance for the Circular, has imposed the following conditions (the "**Undertakings**"):

- (a) Submission of an undertaking by the Company's Board that the Company will appoint an independent professional firm ("**Independent Adviser**") to oversee the progress of the Appeal in Singapore and the legal actions in China. The Independent Adviser to be appointed, as well as the terms of reference and the scope of the engagement must be approved by the Exchange. The Independent Adviser shall report directly to the Exchange on the Company's actions and the status of the legal proceedings, without the need to seek any prior consent from the Company or its Board. The appointment of the Independent Adviser cannot be terminated without the Exchange's consent;
- (b) Submission of an undertaking by the Company's Board to commission an independent professional firm ("**Independent Reviewer**") to undertake an independent review of the Group's key internal controls and processes. The Independent Reviewer will also make recommendations on improvements to internal controls and processes. The Company is required to seek the Exchange's approval on the firm to be appointed, the terms of reference for the engagement and the scope of the review; and
- (c) All new directors of the Company who are not parties to the Undertakings, must submit an individual undertaking to the Exchange at the time of their appointment to the Board, giving assurance that they will abide by the conditions set out in paragraphs (a) and (b) above.

With respect to items (a) and (b), the Company had appointed WongPartnership LLP as the Independent Adviser and Nexia TS Risk Advisory Pte. Ltd. as the Independent Reviewer. The individual undertakings requested will be submitted to Exchange in due course.

The Board will make further announcements as and when there are any material developments. Shareholders are advised to exercise caution when dealing with the Company's shares.

BY ORDER OF THE BOARD
SHANGHAI TURBO ENTERPRISES LTD.

Wee Liang Hiam
Lead Independent Director
25 January 2019