

ANNUAL GENERAL MEETING::VOLUNTARY

Issuer & Securities

Issuer/ Manager

SHANGHAI TURBO ENTERPRISES LTD

Security

SHANGHAI TURBO ENTERPRISES LTD - KYG8064W1160 - AWM

Announcement Details

Announcement Title

Annual General Meeting

Date & Time of Broadcast

13-Aug-2021 00:08:07

Status

New

Announcement Reference

SG210813MEET44VZ

Submitted By (Co./ Ind. Name)

Hong Yong

Designation

Non-Executive Chairman & Lead Independent Director

Financial Year End

31/12/2020

Event Narrative

Narrative Type	Narrative Text
Additional Text	Please refer to the following attached documents for information : (i) Notice of Annual General Meeting (ii) Depository Proxy Form (iii) Scrip based Proxy Form (iv) Instructions to Members for Annual General Meeting 2021

Event Dates

Meeting Date and Time

30/08/2021 15:30:00

Response Deadline Date

28/08/2021 15:30:00

Event Venue(s)**Place**

Venue(s)	Venue details
Meeting Venue	The Annual General Meeting will be held by electronic means. Shareholders may not be able to attend the Annual General Meeting in person.

Attachments[Shanghai Turbo AGM Notice.pdf](#)[Shanghai Turbo Depositor Proxy Form.pdf](#)[Shanghai Turbo Script Proxy Form.pdf](#)[Shanghai Turbo_Instructions to Shareholders.pdf](#)

Total size =473K MB



SHANGHAI TURBO ENTERPRISES LTD.

上海动力发展有限公司

(Incorporated in the Cayman Islands)
(Company Registration No. CT-151624)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of **SHANGHAI TURBO ENTERPRISES LTD.** (the "Company") will be held by electronic means on Monday, 30 August 2021 at 3.30 p.m. (of which there will be a live webcast), to transact the following businesses:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Independent Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Directors retiring pursuant to Article 85(6) of the Company's Articles of Association:
Mr. Poh Siew Beng **(Resolution 2)**
Mr. Hong Yong **(Resolution 3)**
Mr. Foo Chee Meng **(Resolution 4)**
Mr. Poh Siew Beng will, upon re-election as Director of the Company, remain as Chairman of the Audit Committee and member of the Nominating Committee and Remuneration Committee and will be considered independent.
Mr. Hong Yong will, upon re-election as Director of the Company, remain as Non-Executive Chairman and Lead Independent Director, Chairman of the Nominating Committee and Remuneration Committee and member of the Audit Committee and will be considered independent.
Mr. Foo Chee Meng will, upon re-election as Director of the Company, remain as member of the Audit Committee, Nominating Committee and Remuneration Committee and will be considered independent.
- To approve the payment of additional Directors' Fees of RMB150,000 for the financial year ended 31 December 2019. **(Resolution 5)**
(See Explanatory Note)
- To approve the payment of Directors' Fees of RMB1,950,000 for the financial year ended 31 December 2020. (FY2019: RMB1,625,000) **(Resolution 6)**
- To re-appoint Messrs. RT LLP as the Independent Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 7)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

By Order of the Board

Wong Yoen Har

Company Secretary

Singapore, 13 August 2021

Explanatory Note:

The Ordinary Resolution 5 in item 3 above, is to seek shareholders' approvals for the additional Directors' Fees of RMB150,000 for the financial year ended 31 December 2019. The additional Directors' Fees were due to the increased of directors from 4 to 6 and the time and efforts spent by the directors to understand and resolving the Company's current financial and operations situations.

Notes:

- The Annual General Meeting ("AGM") is being convened, and will be held, by electronic means pursuant to the Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period and checklist jointly issued by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation on 13 April 2020, which are based on the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020.
- Alternative arrangements relating to attendance at the AGM 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 AGM in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the attached accompanying document entitled "Instructions to Members for Annual General Meeting 2021".
- Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.** Where a member (whether individual or corporate) appoints the Chairman of the AGM 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 form of proxy, failing which, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
- The Chairman of the AGM, as proxy, need not be a member of the Company.
- The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:
 - if submitted by post, be lodged at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time fixed for the AGM; or
 - if submitted electronically, be submitted via email to the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at AGM.TeamE@boardroomlimited.com;**in either case, by 3.30 p.m. on 28 August 2021.**
- In view of the current COVID-19 situation and the related safe distancing measures, members are strongly encouraged to submit completed proxy forms electronically via email.**
- The Company shall be entitled to, and will, treat any valid instrument appointing the Chairman of the AGM as proxy(ies) which was delivered by a member to the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. before 3.30 p.m. on 28 August 2021 as a valid instrument appointing the Chairman of the AGM as the member's proxy to attend, speak and vote at the AGM if:
 - the member had indicated how he/she/it wishes to vote for or vote against or abstain from voting on each resolution; and
 - the member has not withdrawn the appointment.
- The Annual Report 2020 may be accessed at www.shanghaiturbo.com or on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Personal data privacy:

By submitting an instrument appointing the Chairman of the AGM as proxy to attend and vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.

Notes:

- (1) The AGM is being convened, and will be held, by electronic means in accordance with the Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period and checklist jointly issued by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation on 13 April 2020, which are based on the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020.
- (2) Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast, live audio-only webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, submission of questions during the AGM via an online, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM and/or voting electronically during the AGM, are set out in the accompanying document entitled “**Instructions to Members for Annual General Meeting 2021**”.
- (3) **PLEASE READ THE NOTES BELOW WHICH CONTAIN INSTRUCTIONS ON, INTER ALIA, THE APPOINTMENT OF THE CHAIRMAN OF THE AGM AS A DEPOSITOR’S PROXY TO ATTEND, SPEAK AND VOTE ON HIS/HER/ITS BEHALF AT THE AGM.**

- Part I
- (a) A Depositor whose name appears in the Depository Register (as defined in Section 81SF of the Securities and Futures Act) wishes to attend and vote at the AGM, then he/she/it must be shown to have shares entered against his name in the Depository Register, as certified by the CDP, at least forty-eight (48) hours before the time of the AGM.
 - (b) **Due to the current COVID-19 restriction orders in Singapore, a Depositor will NOT be able to attend the AGM in person. A Depositor (whether individual or corporate) must either complete this Depositor Proxy Form to effect the appointment by CDP of the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM in respect of the Depositor(s) Shares or pre-register with the Company if such Depositor wishes to exercise his/her/ its voting rights as a proxy of CDP at the AGM via electronic means.** This Depositor Proxy Form may be accessed at the Company’s website at www.shanghaiturbo.com, and will also be made available on the website of the Singapore Exchange Securities Trading Limited at <https://www.sgx.com/securities/company-announcements>.
 - (c) Where a Depositor (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of each of the resolutions set out in this Depositor Proxy Form, failing which the appointment of the Chairman of the AGM as proxy will be treated as invalid.
- Part II
- (a) Please indicate with an “X” in the appropriate box against each resolution how you wish the Chairman of the AGM to vote. **If no specific direction as to voting is given, the appointment of the Chairman of the AGM as proxy will be treated as invalid.**
 - (b) A Direct Account Holder or a Depository Agent who wishes to appoint more than one proxy to attend the AGM must specify the proportion of shareholdings (expressed as a percentage of the whole) to be represented by each proxy. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry 100 per cent of the shareholdings of his/ its appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.
- Part III
- (a) This Depositor Proxy Form, duly completed, must be submitted by the Depositor(s) in the following manner:
 - (i) if submitted by post, by depositing the duly completed Depositor Proxy Form at the office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower Singapore 048623; or
 - (ii) if submitted electronically, by scanning and submitting the duly completed Depositor Proxy Form via email to the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at AGM.TeamE@boardroomlimited.com,

in either case, not later than 48 hours before the commencement of the AGM.

In view of the current COVID-19 situation and the related safe distancing measures, Depositors are strongly encouraged to scan and submit the completed Depositor Proxy Form electronically via email.

- (b) If a Depositor(s) wishes to appoint the Chairman of the AGM as his/her/its proxy, this Depositor Proxy Form must be signed by the Depositor(s) or his/her/its attorney duly authorised in writing. In the case of Joint Depositor(s), all Joint Depositor(s) must sign this Depositor Proxy Form. If the Depositor(s) is a corporation, this Depositor Proxy Form must be executed under its common seal or under the hand of an officer or its attorney duly authorised. The power of attorney or other authority appointing the attorney or a notarially/duly certified copy thereof must be attached to this Depositor Proxy Form if it is signed by an attorney.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the Direct Account Holder or Depository Agent accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 13 August 2021.

GENERAL

The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the Depositor are not ascertainable from the instructions of the Depositor specified on this Proxy Form.

SHANGHAI TURBO ENTERPRISES LTD.

(Incorporated in the Cayman Islands)
(Company Registration No. CT-151624)

ANNUAL GENERAL MEETING – PROXY FORM

(Please see notes overleaf before completing this Form)

I/We, _____

of _____

being a member/members of **SHANGHAI TURBO ENTERPRISES LTD.** (the “**Company**”) hereby appoint the Chairman of the Annual General Meeting (“**AGM**”) as my/our proxy to vote for me/us on my/our behalf at the AGM of the Company to be held via electronic means on **Monday, 30 August 2021 at 3.30 p.m.** and at any adjournment thereof. I/We direct my/our proxy to vote for or against or abstain the Resolutions proposed at the AGM as indicated hereunder.

If no specific direction as to voting is given, the appointment of the Chairman of the AGM as proxy will be treated as invalid.

(Please indicate your vote “For” or “Against” or “Abstain” with a tick [X] within the box provided.)

No.	Resolutions relating to:	For	Against	Abstain
	Ordinary Business			
1.	Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2020			
2.	Re-election of Mr Poh Siew Beng as Director of the Company pursuant to Article 85(6) of the Company’s Articles of Association			
3.	Re-election of Mr Hong Yong as Director of the Company pursuant to Article 85(6) of the Company’s Articles of Association			
4.	Re-election of Mr Foo Chee Meng as Director of the Company pursuant to Article 85(6) of the Company’s Articles of Association			
5.	Approval of additional Directors’ Fees amounting to RMB150,000 for financial year ended 31 December 2019			
6.	Approval of Directors’ Fees amounting to RMB1,950,000 for financial year ended 31 December 2020			
7.	Re-appointment of Messrs. RT LLP as the Independent Auditors of the Company			

Dated this _____ day of _____ 2021

Total number of Shares in:	Number of Shares
Register of Members	

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

Notes:-

1. The AGM is being convened, and will be held, by electronic means in accordance with the Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period and checklist jointly issued by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation on 13 April 2020, which are based on the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020.
2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast, live audio-only webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, submission of questions during the AGM via an online, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM and/or voting electronically during the AGM, are set out in the accompanying document entitled “**Instructions to Members for Annual General Meeting 2021**”.

PLEASE READ THE NOTES BELOW WHICH CONTAIN INSTRUCTIONS ON, INTER ALIA, THE APPOINTMENT OF THE CHAIRMAN OF THE AGM AS PROXY TO ATTEND, SPEAK AND VOTE ON HIS/HER/ITS BEHALF AT THE AGM.

- (a) Please insert the total number of Shares held by you.
- (b) This Proxy Form, duly completed, must be submitted in the following manner:
 - (i) if submitted by post, by depositing the duly completed Proxy Form at the office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower Singapore 048623; or
 - (ii) if submitted electronically, by scanning and submitting the duly completed Proxy Form via email to the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at AGM.TeamE@boardroomlimited.com,

in either case, not later than 48 hours before the commencement of the AGM.

In view of the current COVID-19 situation and the related safe distancing measures, Members are strongly encouraged to scan and submit the completed Proxy Form electronically via email.

- (c) The instrument appointing the Chairman of AGM as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of AGM as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing the Chairman of AGM as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
- (d) A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 13 August 2021.

GENERAL:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.

SHANGHAI TURBO ENTERPRISES LTD.

(Company Registration No.: CT-151624)
(Incorporated in the Cayman Islands)

INSTRUCTIONS TO MEMBERS FOR ANNUAL GENERAL MEETING 2021

Due to the current COVID-19 restriction orders in Singapore, Depositors and Shareholders (“**Members**”) will not be allowed to attend the Annual General Meeting of Shanghai Turbo Enterprises Ltd. (the “**Company**”) for its financial year ended 31 December 2020 (the “**AGM**”). Instead, alternative arrangements have been put in place to allow Members to participate at the AGM by (a) watching the AGM proceedings via live webcast or listening to the AGM proceedings via live audio feed, (b) submitting questions in advance of the AGM, and/or (c) voting by appointing the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. Please see paragraphs I to IV below for these alternative arrangements.

I. To vote at the virtual AGM

Members (whether individual or corporate) who wish to exercise their votes must submit their instrument appointing the Chairman of the AGM (“**Proxy Form**”) to vote on their behalf.

Members (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

The completed and signed Proxy Form can be submitted to the Company in hard copy form or by email:

- (a) if the Proxy Form is in hard copy and sent personally or by post, by depositing the duly completed Proxy Form at the office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower Singapore 048623; or
- (b) if submitted electronically, by scanning and submitting the duly completed Proxy Form via email to the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at AGM.TeamE@boardroomlimited.com,

in either case, by 3.30 p.m. on 28 August 2021.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Members to submit completed Proxy Forms personally or by post, Members are strongly encouraged to submit the completed Proxy Forms electronically via email.

II. Registration for the live webcast

Members will be able to watch the AGM proceedings through a live webcast via their mobile phones, tablets or computers or listen to the AGM proceedings through a live audio feed via telephone.

Members who wish to attend the AGM via webcast are required to pre-register at the following website:

<https://globalmeeting.bigbangdesign.co/shanghaiturbo/>

by 5.00 p.m. on 25 August 2021 (the “**Registration Deadline**”),

to enable the Company to verify their status as Members. Following the verification, authenticated Members will receive an email by 28 August 2021, containing user ID and password details as well as the link to access the webcast of the AGM. Please do not disclose your ID or password details to persons who are not entitled to attend the AGM. Your presence via webcast shall be taken as attendance at the AGM.

Members who have registered by the Registration Deadline but do not receive an email by **12.00 p.m. on 29 August 2021** should contact the Company for assistance via email to AGM.TeamE@boardroomlimited.com.

The Company advises all Members to register as early as possible.

SHANGHAI TURBO ENTERPRISES LTD.

(Company Registration No.: CT-151624)

(Incorporated in the Cayman Islands)

INSTRUCTIONS TO MEMBERS FOR ANNUAL GENERAL MEETING 2021

III. Submission of Questions

Members who pre-register to watch the live webcast or listen to the live audio feed may also submit questions related to the resolutions to AGM.TeamE@boardroomlimited.com **by the Registration Deadline.**

Please note that Members will not be able to ask questions “live” during the webcast and the audio feed. It is therefore important for Members to pre-register their participation and submit their questions early.

The Company will address all substantial questions relating to the resolutions at the AGM or by releasing an announcement on the SGXNET.

Subsequent to the AGM, the Company will publish the minutes of the AGM via SGXNET within one (1) month after the date of AGM.

The Company would remind Members that, with the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Members are encouraged to check the Company’s announcement regularly for any updates on the AGM.

The Company wishes to thank all Members for their patience and co-operation in enabling the Company to hold the AGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.