

APPENDIX TO NOTICE OF ANNUAL GENERAL MEETING DATED 11 APRIL 2017

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

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

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

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

DEFINITIONS

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

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

"USA"	United States of America
"US\$"	United States dollars
"%"	Percentage or per centum

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

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

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

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

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

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

MEWAH INTERNATIONAL INC.

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

Directors:

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

Registered Office:

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

11 April 2017

To: The Shareholders of Mewah International Inc.

Dear Shareholders,

1. INTRODUCTION

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

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

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

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

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

3. PROPOSED MODIFICATION TO THE NON-COMPETE UNDERTAKING

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

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

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

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

5. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

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

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

Notes:

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

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

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

Notes:

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

6. AUDIT COMMITTEE'S STATEMENT

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

7. DIRECTORS' RECOMMENDATION

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

8. ABSTENTION FROM VOTING

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

9. DIRECTORS' RESPONSIBILITY STATEMENT

- 9.1 The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the Proposed Modification to the Non-Compete Undertaking, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading.
- 9.2 Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

Yours faithfully,

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

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