

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**AGM**”) of OneApex Limited (the “**Company**”) is being convened, and will be held, by way of electronic means on Monday, 30 January 2023 at 10.00 a.m. (Singapore time), for the purpose of transacting the following businesses:

This notice of AGM (“**Notice**”), together with the Proxy Form and the Company’s annual report (“**Annual Report**”) (including the appendix to the annual report dated 10 January 2023 (“**Appendix**”), have been made available on SGXNET and the Company’s website and may be accessed at <http://oneapex.wixsite.com/home/investor-relations>. **Printed copies of this Notice, the Annual Report and the Proxy Form will NOT be despatched to members.**

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 30 September 2022 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr. Low Chin Parn Eric, who is retiring by rotation in accordance with Regulation 100 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director of the Company. **(Resolution 2)**
[See Explanatory Note (i)]
3. To re-elect Mr. Wan Tai Foong, who is retiring by rotation in accordance with Regulation 100 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director of the Company. **(Resolution 3)**
[See Explanatory Note (ii)]
4. To approve the payment of Directors’ fees of S\$135,000 for the financial year ending 30 September 2023 to be paid half-yearly in arrears (FY2022: S\$115,000). **(Resolution 4)**
5. To re-appoint Messrs Ernst & Young LLP as external auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
6. To transact any other ordinary business which may properly be transacted at an annual general meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

7. **Authority to allot and issue shares in the capital of the Company**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), authority be and is hereby given to the Directors to:

- (a) (i) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of the Instruments made or granted by the Directors while this Resolution was in force,

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provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below) or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed, of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below) or any such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;
- (2) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this Resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards which are outstanding and subsisting at the time this Resolution is passed, provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution for the time being of the Company; and
- (4) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next AGM or the date by which the next AGM of the Company is required by law to be held, whichever is earlier. **(Resolution 6)**

[See Explanatory Note (iii)]

8. Proposed renewal of the Share Buy-Back Mandate

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued Shares not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) on-market purchase(s) (each a "**Market Purchase**") transacted on the SGX-ST through the ready market, and which may be transacted through one (1) or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchase(s) (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Catalist Rules and the Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act, the Constitution of the Company and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buy-Back Mandate**");



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- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the Relevant Period (as hereinafter defined);
- (c) for purposes of this Resolution:

"Maximum Limit" means ten per cent (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution 7, unless the Company has effected a reduction of the share capital of the Company (other than a reduction by virtue of a share buy-back) in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as hereinafter defined) in which event the issued Shares shall be taken to be the total number of the issued Shares as altered by such capital reduction (the total number of Shares shall exclude any Shares that may be held as treasury shares by the Company and subsidiary holdings from time to time);

"Maximum Price", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, five per cent (5%) above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded before the day on which the Market Purchase was made by the Company and deemed to be adjusted for any corporate action that occurred during the relevant five (5)-day period and the day on which the Market Purchase was made; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, fifteen per cent (15%) above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded before the day on which the Company makes an announcement of an offer under the Off-Market Purchase scheme stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurred during the relevant five (5)-day period and the day on which the announcement was made;

"Market Day" means a day on which the SGX-ST is open for trading in securities; and

"Relevant Period" means the period commencing from the date of the passing of this Resolution 7 and expiring on the earliest of (i) the date on which the next AGM of the Company is held or is required by law to be held, (ii) the date on which the share buy-backs are carried out to the full extent of the Share Buy-Back Mandate or (iii) the date the said mandate is revoked or varied by the Company in a general meeting;

- (d) the number of Shares which may in aggregate be purchased or acquired by the Company during the Relevant Period shall be subject to the Maximum Limit;
- (e) the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased by the Company, pursuant to the Share Buy-Back Mandate in any manner as they think fit, which is permitted under the Companies Act; and
- (f) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution. **(Resolution 7)**

[See Explanatory Note (iv)]

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9. Proposed Renewal of the IPT General Mandate

That:

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules of the SGX-ST, for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” under Chapter 9 of the Catalist Rules, or any of them, to enter into any of the transactions falling within the types of interested party transactions described in paragraph 3.5 of the Appendix, with any party who is of the class of interested persons described in paragraph 3.4 of the Appendix, provided that such transactions are made on normal commercial terms, will not be prejudicial to the interests of the Company and its minority shareholders, and in accordance with the guidelines and review procedures for such transactions as set out in the Appendix (the “**IPT General Mandate**”);
- (b) the IPT General Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next AGM of the Company;
- (c) the Audit Committee of the Company be and are hereby authorised to take such action as they deem proper in respect of procedures and to implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalist Rules which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the IPT General Mandate and/or the transactions contemplated by this Resolution. **(Resolution 8)**

By Order of the Board

Leong Chuo Ming
Company Secretary
Singapore, 10 January 2023

Explanatory Notes:

- (i) Mr. Low Chin Parn Eric will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit Committee, Remuneration Committee and Risk Committee. Mr. Low Chin Parn Eric will be considered independent for the purpose of Rule 704(7) of the Catalist Rules of the SGX-ST. There are no relationships (including family relationships) between Mr. Low Chin Parn Eric and the other Directors, the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere with his independence. Detailed information on Mr. Low Chin Parn Eric can be found on pages 8 and 31 to 34 of the Annual Report.
- (ii) Mr. Wan Tai Foong will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee, a member of the Nominating Committee, Remuneration Committee and Risk Committee. Mr. Wan Tai Foong will be considered independent for the purpose of Rule 704(7) of the Catalist Rules of the SGX-ST. There are no relationships (including family relationships) between Mr. Wan Tai Foong and the other Directors, the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere with his independence. Detailed information on Mr Wan Tai Foong can be found on pages 8 and 31 to 34 of the Annual Report.
- (iii) The Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors from the date of this AGM until the date of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) which the Directors may allot and issue, shall not exceed, in total, one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which the total number of Shares issued other than on a pro-rata basis to existing shareholders of the Company, shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings).

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For determining the aggregate number of Shares that may be issued, the percentage of issued Shares will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time Resolution 6 is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when Resolution 6 is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (iv) The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors of the Company, from the date of this AGM until the date the next AGM is to be held or is required by law to be held, the share buy-backs are carried out to the full extent of the Share Buy-Back Mandate or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to make purchases (whether by way of Market Purchases or Off-Market Purchases on an equal access scheme) from time to time of up to ten per cent (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings), at prices up to but not exceeding the Maximum Price. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buy-Back Mandate are set out in greater detail in Section 2 of the Appendix.

Notes:

General

1. The AGM is being convened, and will be held, by way of 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. **Members will NOT be allowed to attend the AGM in person.** However, an alternative arrangement has been provided to allow the members to participate and vote in the AGM via electronic means.
2. Alternative arrangements relating to, among others, attendance, submission of questions in advance, or "live" at the AGM and/or voting at the AGM (i) "live" by the member or his/her/its duly appointed proxy(ies) (other than the Chairman of the AGM) via electronic means; or (ii) by appointing the Chairman of the AGM as a proxy to vote on the member's behalf at the AGM are set out in this Notice.

Participation in AGM proceedings via "Live Webcast/Live Audio Feed"

3. A member will be able to participate at the AGM by watching the proceedings of the AGM via a "live" audio-visual webcast on his/her/its mobile phones, tablets or computers or by listening to these proceedings through a "live" audio feed via telephone. In order to do so, a member must pre-register by **10 a.m. on 27 January 2023 ("Pre-registration Deadline")**, at the URL: <https://septusasia.com/oneapex-agm2022-registration> ("**Pre-registration Website**") for the Company to authenticate his/her/its status as member. To pre-register for the "live" audio-visual webcast or "live" audio feed, kindly access the Pre-registration Website using the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox.
4. Following the authentication of his/her/its status as a member, such member will receive email instructions on how to access the audio-visual webcast or audio feed of the proceedings of the AGM by **29 January 2023**. Members who do not receive an email by **12 p.m. (noon) on 29 January 2023**, but who have registered by the Pre-registration Deadline, should contact the Company at the following email address: contactus@oneapex.com.sg with the following details included: (i) the full name of the member, and (ii) his/her/its identification/registration number.
5. Investors who hold Shares through depository agents (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore ("**SFA**") and wish to watch the "live" audio-visual webcast or listen to the "live" audio feed of the AGM must approach their respective depository agents to pre-register by **10 a.m. on 17 January 2023** in order to allow sufficient time for their respective depository agents to in turn register their interest with the Company.

Submission of Questions in advance of or "live" at the AGM

6. Members may submit substantial and relevant questions related to the resolutions to be tabled for approval for the AGM in advance of, or "live" at, the AGM.

How to submit questions in advance of the AGM

7. If a member wishes to submit questions related to the resolutions to be tabled for approval at the AGM, all questions must be submitted no later than **20 January 2023** through any of the following means:
 - a. in hard copy by sending personally or by post and lodging the same at the Company's principal place of business at 38 Jalan Pemimpin, #06-06, Singapore 577178, attention to OneApex AGM;
 - b. by email to the Company at contactus@oneapex.com.sg; or
 - c. during pre-registration via the pre-registration URL at <https://septusasia.com/oneapex-agm2022-registration>

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When sending your questions via email or by post, please also provide us with the following details:

- (a) your full name;
 - (b) your address;
 - (c) number of Shares held; and
 - (d) the manner in which you hold the Shares in the Company (e.g. via CDP, CPF or SRS).
8. The Company will address all substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from members in the manner set out in paragraph 7 above no later than **10 a.m. on 25 January 2023** via SGXNET and/or the Company's website at <http://oneapex.wixsite.com/home/investor-relations>. The responses from the Board and the Management of the Company shall thereafter be published on SGXNET, together with the minutes of the AGM, within one (1) month after the conclusion of the AGM.

How to submit questions "live" at the AGM

9. Members may submit text-based questions "live" at the AGM in the following manner:
- (a) Members or where applicable, their appointed proxy(ies), who have pre-registered and are verified to attend the AGM can ask questions relating to the ordinary resolutions to be tabled for approval at the AGM "live" at the AGM, by typing in and submitting their questions through the "live" ask-question function via the audio-visual webcast platform during the AGM within a certain prescribed time limit.
 - (b) Members who wish to appoint a proxy(ies) (other than the Chairman of the AGM) to ask questions "live" at the AGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), should pre-register for their proxy(ies) via the registration link before the Pre-registration Deadline, upon verification of the Proxy Form(s).
 - (c) Members (including CPF and SRS Investors) or, where applicable, their appointed proxy(ies) must access the AGM proceedings via the "live" audio-visual webcast in order to ask questions "live" at the AGM, and will not be able to do so via the "live" audio feed of the AGM proceedings.
 - (d) The Company will, during the AGM itself, address as many substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) which have not already been addressed prior to the AGM, as well as those received "live" at the AGM itself, as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

Submission of instrument appointing a proxy(ies) to vote, or vote "live", at the AGM

10. Members who wish to exercise their voting rights at the AGM may:
- (a) (where such members are individuals) vote "live" via electronic means at the AGM or (where such members are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the AGM) to vote "live" via electronic means at the AGM on their behalf; or
 - (b) (where such members are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.

For the avoidance of doubt, CPF and SRS investors will not be able to appoint third-party proxy(ies) (i.e. persons other than the Chairman of the AGM) to vote "live" at the AGM on their behalf.

11. A member who is not a relevant intermediary (as defined in the Companies Act 1967 of Singapore), entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend, speak and vote in his/her/its stead at the AGM. Where a member appoints more than one proxy, he/she/it shall specify the proportion of his/her/its shareholding to be represented by each proxy in the Proxy Form. A proxy need not be a member of the Company.
12. The Proxy Form for the AGM can be assessed at the Company's website at the following URL: <http://oneapex.wixsite.com/home/investor-relations>, and is made available with this Notice on SGXNET on the same day.



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13. The Proxy Form must be submitted to the Company in the following manner:
- (a) if sent personally or by post, be lodged at the Company's principal place of business at 38 Jalan Pemimpin, #06-06, Singapore 577178, attention to OneApex AGM; or
 - (b) if submitted by email, be received by the Company at contactus@oneapex.com.sg.
- in either case, by no later than **10 a.m. on 27 January 2023**, and in default the instrument of proxy shall not be treated as valid.
14. A member who wishes to submit an instrument of proxy must first **download, complete and sign the Proxy Form**, before submitting it personally or by post to the address provided above, or scanning and sending it by email to the email address provided above.
15. **Members are strongly encouraged to submit the completed Proxy Form electronically via email.**
16. The instrument appointing the proxy or proxies must be executed under the hand of the appointor or attorney duly authorised in writing. Where the instrument appointing the proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or by an officer duly authorised. Where the instrument appointing the proxy or proxies 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, failing which the instrument may be treated as invalid.
17. The Company shall be entitled to reject the instrument appointing the proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy or proxies (including any related attachment or supporting documents) (such as in the case where the appointor submits more than one instrument appointing the proxy or proxies).
18. CPF/SRS investors should approach their respective CPF agent banks or SRS operators to submit their voting instructions by no later than **10 a.m. on 17 January 2023** (being seven (7) working days before the AGM) to ensure that their votes are submitted.
19. In the case of a member whose Shares are entered against his/her/its name in the Depository Register, the Company may reject any instrument appointing the proxy or proxies lodged if such member, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at **10 a.m. on 27 January 2023**, as certified by The Central Depository (Pte) Limited to the Company.

No despatch of physical copies

20. **Printed copies of this Notice, the Annual Report and Proxy Form will not be despatched to members.** Instead, this Notice, the Annual Report and Proxy Form are made available to members on 10 January 2023 via SGXNET and the Company's website at the following URL: <http://oneapex.wixsite.com/home/investor-relations>.

Members should note that the manner of conducting the AGM may be subject to further changes based on the evolving COVID-19 situation, any legislative amendments and any directives or guidelines from government agencies or regulatory authorities. Any changes to the manner of conducting the AGM will be announced by the Company on SGXNET and on the Company's website at the following URL: <http://oneapex.wixsite.com/home/investor-relations>. Members are advised to check SGXNET and the Company's website regularly for any further updates.

PERSONAL DATA PRIVACY:

By (a) submitting details for the registration to observe the proceedings of the AGM via the "live" audio-visual webcast/"live" audio feed, or (b) submitting the Proxy Form appointing the proxy(ies), speak and vote at the AGM and/or any adjournment thereof, or (c) submitting any question prior to the AGM in accordance with this notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of the appointment of the proxy(ies) for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the AGM and providing them with any technical assistance where necessary;



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- (iii) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared for the AGM. Accordingly, the member's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes and retained for such period as may be necessary for the Company's verification and record purposes.