



HG METAL

## HG METAL MANUFACTURING LIMITED

(Company Registration No.: 198802660D)  
(Incorporated in the Republic of Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

*All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the Circular dated 12 June 2024 issued by the Company to the Shareholders.*

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of HG Metal Manufacturing Limited (the “**Company**”) will be held at 28 Jalan Buroh, Singapore 619484 on 27 June 2024 at 10.00 a.m., for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

#### **ORDINARY RESOLUTION: THE PROPOSED PLACEMENT**

That:

- (a) pursuant to Rule 803 of the Listing Manual, approval be and is hereby given for the allotment and issue of the Placement Shares to Green Estee Pte. Ltd., which will become a Controlling Shareholder of the Company upon completion of the Second Tranche Placement;
- (b) pursuant to Rule 812(2) of the Listing Manual, approval be and is hereby given for the allotment and issue of the Placement Shares to Green Estee Pte. Ltd., a Substantial Shareholder of the Company, being a restricted person as set out in Rule 812(1) of the Listing Manual;
- (c) approval be and is hereby given for the Company to allot and issue the Placement Shares to Green Estee Pte. Ltd., subject to and in accordance with the terms and conditions of the Placement Agreement, such allotment and issue of the Placement Shares not being in reliance on the general share issue mandate obtained from Shareholders at the annual general meeting of the Company held on 26 April 2024;
- (d) the Placement Shares be allotted and issued free from all claims, charges, liens and other encumbrances, and shall rank *pari passu* in all respects with the existing Shares as at the Completion Date, except that the Placement Shares will not rank for any dividends, distributions or entitlements, the record date for which falls on or before the date of the issue of the Placement Shares; and
- (e) the Directors and any one of them be and are hereby authorised and empowered to approve, implement, effect, complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company in connection with, and to give effect to, the Proposed Placement and/or this Ordinary Resolution.

BY ORDER OF THE BOARD

Wee Woon Hong  
Sim Yok Teng  
Company Secretaries  
Singapore  
12 June 2024

#### Notes:

1. A proxy need not be a member of the Company.
2. The instrument appointing a proxy or proxies, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
  - (a) if sent personally or by post, be lodged at the Registered Office of the Company at 28 Jalan Buroh, Singapore 619484; or
  - (b) if submitted by email, be received by the Company's Share Registrar, at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com),in either case, by **10.00 a.m. on 25 June 2024** (being not less than forty-eight (48) hours before the time appointed for holding the EGM) (or at any adjournment thereof) and in default, the instrument of proxy shall not be treated as valid.

#### Shareholders are strongly encouraged to submit Proxy Forms electronically via email.

3. A member (who is not a Relevant Intermediary) who is entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his/her stead. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy, and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
4. A member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act 1967 (the "**Companies Act**") is entitled to appoint more than two proxies to attend, speak and vote at the Meeting provided that each proxy is appointed to exercise the rights attached to different shares held by the member. In such an event, the Relevant Intermediary shall submit a list of its proxies together with the information required in the proxy form to the Company.
5. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) may attend and cast his/her vote(s) at the EGM in person. CPF and SRS Investors who are unable to attend the EGM but would like to appoint the Chairman of the EGM as their proxy should approach their respective CPF Agent Banks or SRS Operators, through which they hold such shares, to submit their votes at least seven (7) working days before the EGM that is by **10.00 a.m. on 18 June 2024**, in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit the Proxy Forms to appoint the Chairman of the EGM to vote on their behalf no later than the Proxy Deadline.
6. A member of the Company, which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The instrument appointing the proxy shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. Where the instrument appointing a 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 of proxy. 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 EGM.
7. 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.
8. In the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Meeting as certified by The Central Depository (Pte) Limited to the Company.

#### Important Information

9. The member of the Company are invited to **attend physically** at the EGM. **There will be no option for shareholders to participate virtually.** Printed copies of this Notice of EGM (the "**Notice**"), Proxy Form and the Request Form (to request for a printed copy of the Circular) (the "**documents**") have been dispatched to the shareholders. The documents are also available for downloading from SGXNET (<https://www.sgx.com/securities/company-announcements>) and the Company's website at the (<https://hgmetal.listedcompany.com/newsroom.html>).
10. The Circular has been published and is available for download or online viewing on SGXNET (<https://www.sgx.com/securities/company-announcements>) and at the Company's website at the (<https://hgmetal.listedcompany.com/newsroom.html>).
11. Printed copies of the Circular will not be mailed to the shareholders unless requested by the shareholders pursuant to a submitted request. Shareholders who wish to receive a printed copy of the Circular are required to complete the Request Form and return it to the Company by **19 June 2024** in the following manner:
  - (i) email to [egm@hgmetal.com](mailto:egm@hgmetal.com); or
  - (ii) post to the Registered Office of the Company at 28 Jalan Buroh, Singapore 619484.

12. The members of the Company may participate in the EGM by:

- (a) attending the EGM in person;
- (b) raising questions at the EGM or submitting questions in advance of the EGM; and/or
- (c) voting at the EGM (i) themselves personally; or (ii) through their duly appointed proxy(ies).

Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the EGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home and consider appointing a proxy(ies) to attend the Meeting if they are unwell.

13. Members of the Company may submit questions related to the resolution(s) to be tabled for approval for the EGM in advance of the EGM within seven (7) calendar days from the date of this Notice of EGM, (i.e., no later than **10.00 a.m. on 19 June 2024** in the following manner:

- (a) email to [egm@hgmetal.com](mailto:egm@hgmetal.com); or
- (b) post to the Company's Registered Office at 28 Jalan Buroh, Singapore 619484.

Shareholders who submit questions in advance of the EGM should provide their full name, address, contact number, email address and the manner in which they hold Shares (if you hold Shares directly, please provide your account number with The Central Depository (Pte) Limited; otherwise, please state if you hold your Shares through the Central Provident Fund Investment Scheme or the Supplementary Retirement Scheme or other Relevant Intermediary), for our verification purposes.

The Company will endeavour to address all substantial and relevant questions received from members and publish its response on the SGXET and at the Company's website after **5.30 p.m. on 21 June 2024**. **Where substantially similar questions are received, the Company may consolidate such questions, and consequently not all questions may be individually addressed.** The Company will address any subsequent clarifications sought or substantial and relevant follow-up questions received after **10.00 a.m. on 19 June 2024** which have not already been addressed prior to the EGM, at the EGM itself. For questions addressed during the EGM, the responses to such questions will be included in the minutes of the EGM, which will be published on the SGXNET (<https://www.sgx.com/securities/company-announcements>) and the Company's website at the (<https://hgmetal.listedcompany.com/newsroom.html>) within one (1) month after the EGM.

**Personal data privacy:**

By submitting (a) a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, or (b) submitting any question prior to the EGM 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 proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);
- (ii) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities; and
- (iii) addressing relevant and substantial questions related to the resolutions to be tabled for approval at the EGM from members received before the EGM and if necessary, any subsequent clarifications sought or follow-up questions in respect of such questions

(collectively, the "**Purposes**").

The member of the Company also warrants that where the member discloses the personal data of the member's proxy(ies) and/or representatives(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representatives(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representatives(s) for the Purposes, and agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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