



HEATEC JIETONG HOLDINGS LTD.

Company Registration No. 200717808Z
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Heatec Jietong Holdings Ltd. (the “**Company**”) will be held at 10 Tuas South Street 15, Singapore 637076 on Monday, 18 April 2016 at 10.00 a.m. for the following purposes:

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 2015 together with the Independent Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Directors of the Company retiring pursuant to Regulations 98, 99 and 102 of the Constitution of the Company:
(i) Mr Ong Beng Chye (Retiring under Regulations 98 and 99)
Mr Ong Beng Chye will, upon re-election as a Director of the Company, remain as Non-Executive Chairman of the Company, Chairman of the Nominating Committee, as well as a member of the Audit and Remuneration Committees and will be considered independent pursuant to Rule 704(7) of the Listing Manual – Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”).
(ii) Mr Soon Jeffrey (Retiring under Regulation 102)
Mr Soon Jeffrey will, upon re-election as a Director of the Company, remain as the Executive Director and Chief Executive Officer of the Company and will be considered non-independent. **(Resolution 2)**
- To approve the payment of Directors' fees of S\$151,726 for the financial year ended 31 December 2015 (2014: S\$175,000). **(Resolution 3)**
- To approve the payment of Directors' fees of S\$175,000 for the financial year ending 31 December 2016, with payment to be made in arrears. **(Resolution 4)**
- To re-appoint Messrs Deloitte & Touche LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting. **(Resolution 6)**

AS SPECIAL BUSINESS

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

- Authority to issue shares**
That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual – Section B: Rules of Catalist of the SGX-ST (“**Catalist Rules**”), the Directors of the Company be authorised and empowered to:
(a) (i) issue shares in 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 of the Company may in their absolute discretion deem fit; and
(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares pursuant to any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:
(1) the aggregate number of shares (including shares to be issued pursuant of the Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
(2) (subject to such calculation 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 total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the 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 or subsisting at the time of the passing of this Resolution; 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) and the Constitution of the Company; and
(4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force (i) until the conclusion of the next Annual General Meeting (“**AGM**”) of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.
[See Explanatory Note (i)] **(Resolution 7)**
- Authority to offer and grant options and to allot and issue shares under the Heatec Employee Share Option Scheme**
That approval be and is hereby given to the Directors:
(i) to offer and grant options from time to time in accordance with the provisions of the Heatec Employee Share Option Scheme (the “**ESOS**”); and
(ii) pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such Shares as may be required to be issued pursuant to the exercise of options granted under the ESOS, as the case may be, and to do all such acts and things as may be necessary or expedient to carry the same into effect, provided always that the number of scheme Shares to be issued, when aggregated together with the number of ordinary shares issued and/or issuable pursuant to the Heatec Performance Share Plan and any other existing share schemes of the Company, shall not exceed fifteen per centum (15%) of the total number of issued shares of the Company (excluding treasury shares) from time to time; and
(iii) (unless revoked or varied by the Company in a general meeting), such authority conferred by this Resolution shall continue in full force until the conclusion of the next AGM of the Company or the date by which the next AGM is required by law to be held, whichever is earlier.
[See Explanatory Note (ii)] **(Resolution 8)**
- Proposed grant of share options to subscribe for up to 1,800,000 shares under the Heatec Jietong Holdings Ltd.'s Employee Share Option Scheme to Soon Jeffrey, the Executive Director and Chief Executive Officer of the Company, and an associate of a controlling shareholder of the Company**
That subject to and contingent upon the passing of Ordinary Resolution 8, approval be and is hereby given to the Directors to grant to Soon Jeffrey, the Executive Director and Chief Executive Officer of the Company, and an associate of a controlling shareholder of the Company, up to an aggregate of options to subscribe for up to 1,800,000 shares of the Company (the “**Share Options**”) in accordance with the rules of the ESOS and to allot and issue or deliver from time to time such number of fully paid-up ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of the Share Options under the ESOS, on the following terms:
(a) Proposed Date of Grant : Within one (1) month from the date of the Meeting
(b) Number of new Share Options to be granted : Up to 1,800,000 Share Options
(c) Exercise Price of Share Options : The average of the last dealt prices for a Share, as determined by reference to the daily official list published by the SGX-ST, for the 5 consecutive market days immediately preceding 21 March 2016, being the latest practicable date prior to the date of the circular to Shareholders
(d) Exercise Period of the Share Options : The period from the day after the 1st anniversary of the date on which such Share Options are granted (the “**Offering Date**”) to the day falling before the tenth anniversary of the Offering Date
(Resolution 9)
- Proposed grant of share options to subscribe for up to 3,000,000 shares under the Heatec Jietong Holdings Ltd.'s Employee Share Option Scheme to Ong Beng Chye, the Non-Executive Chairman of the Company**
That subject to and contingent upon the passing of Ordinary Resolution 8, approval be and is hereby given to the Directors to grant to Ong Beng Chye, the Non-Executive Chairman of the Company, up to an aggregate of options to subscribe for up to 3,000,000 Share Options in accordance with the rules of the ESOS and to allot and issue or deliver from time to time such number of fully paid-up ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of the Share Options under the ESOS, on the following terms:
(a) Proposed Date of Grant : Within one (1) month from the date of the Meeting
(b) Number of new Share Options to be granted : Up to 3,000,000 Share Options
(c) Exercise Price of Share Options : The average of the last dealt prices for a Share, as determined by reference to the daily official list or any other publication published by the SGX-ST, for the 5 consecutive trading days immediately preceding the Offering Date of the Share Option, rounded up to the nearest whole cent, in the event of fractional prices
(d) Exercise Period of the Share Options : The period from the day after the 1st anniversary of the Offering Date to the day falling before the fifth anniversary of the Offering Date
(Resolution 10)

On Behalf of the Board

Ong Beng Chye

Non-Executive Chairman

Singapore, 1 April 2016

Explanatory Notes:

- Ordinary Resolution 7 in item 7 above, if passed, will empower the Directors of the Company, effective until the conclusion 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 issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a *pro-rata* basis to shareholders.

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

- Ordinary Resolution 8 in item 8 above, if passed, will empower the Directors, from the date of the AGM until the date of the next AGM, or the date by which the next AGM is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to offer and grant options under the ESOS (which was approved at the extraordinary general meeting of the Company held on 18 June 2009) and to allot and issue scheme Shares pursuant to the exercise of options under the ESOS, provided that the aggregate number of scheme Shares to be issued under the ESOS and any other existing share incentive schemes of the Company does not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares) of the Company for the time being.

Notes:

- A Member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified.)
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 10, Tuas South Street 15, Singapore 637076 not less than forty-eight (48) hours before the time appointed for holding the AGM.
- This announcement and its contents have been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (“**Sponsor**”), for compliance with the relevant rules of the SGX-ST, this being the Catalist Rules. The Sponsor has not independently verified the contents of this announcement.
This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.
The contact person for the Sponsor is Mr Tan Chong Huat, Registered Professional, RHT Capital Pte Ltd, Six Battery Road, #10-01, Singapore 049909, telephone (65) 6381 6757.

* A Relevant Intermediary is:

- a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(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 representative(s) for the Purposes, and (iii) 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.