

**HIAP TONG CORPORATION LTD.**Company Registration No. 200800657N  
Incorporated in the Republic of Singapore**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Eleventh Annual General Meeting ("AGM") of Hiap Tong Corporation Ltd will be held at SAFRA Jurong Club, Evergreen Room 4 (Level 3), 333 Boon Lay Way, Singapore 649848, on Tuesday, 30 July 2019 at 3.00 p.m. for the purpose of transacting the following businesses:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 March 2019 together with the Auditors' Report thereon. **Resolution 1**
2. To declare a first and final one-tier tax-exempt dividend of 0.05 Singapore cent per ordinary share in respect of the year ended 31 March 2019. **Resolution 2**
3. To approve the payment of Directors' fees of S\$80,000 for the financial year ended 31 March 2019. **Resolution 3**
4. To re-elect the following Directors retiring pursuant to the Company's Constitution:
  - (i) Mr Ong Lim Wan @ Ong Teck Meng (Article 91) [refer to explanatory note (i)] **Resolution 4**
  - (ii) Mr Tito Shane Isaac (Article 91) [refer to explanatory note (ii)] **Resolution 5**
5. To re-appoint KPMG LLP, Public Accountants and Chartered Accountants, Singapore and to authorise the Directors to fix the Auditors' remuneration. **Resolution 6**

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolution (with or without modifications) as Ordinary Resolution:-

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

"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 Singapore Exchange Securities Trading Limited (the "Catalist Rules"), the Directors of the Company be authorised and empowered to: issue shares and convertible securities in the capital of the Company, including additional convertible securities issued pursuant to adjustments and new shares arising from the conversion of convertible securities and additional convertible securities (whether by way of rights, bonus or otherwise or in pursuance of any offer, agreement or option made or granted by the Directors during the continuance of this authority which would or might require shares or convertible securities to be issued during the continuance of this authority or thereafter) at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit (notwithstanding that such issue of shares pursuant to the offer, agreement or option or the conversion of the convertible securities may occur after the expiration of the authority contained in this Resolution), provided that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution shall not exceed 100% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, and provided further that where shareholders of the Company with registered addresses in Singapore are not given an opportunity to participate in the same on a pro-rata basis, then the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to all existing shareholders of the Company must not exceed 50% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, and for the purpose of this Resolution, the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings shall be based on the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time this Resolution is passed (after adjusting for (i) new shares arising from the conversion or exercise of convertible securities, (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with the Catalist Rules and (iii) any subsequent bonus issue, consolidation or subdivision of shares), and unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier." [See Explanatory Note (iii)]

**Notice is hereby given** that the Transfer Books and Register of Members of the Company will be closed on 8 August 2019 at 5.00 p.m. for the purpose of determining shareholders' entitlements to the proposed tax exempt (one-tier) first and final dividend of 0.05 Singapore cent per ordinary share for the financial year ended 31 March 2019 (the "Proposed Dividend").

Duly completed transfers received by the Company's Registrar, RHT Corporate Advisory Pte. Ltd. of 9 Raffles Place #29-01, Republic Plaza Tower 1, Singapore 048619, up to 5.00 p.m. on 8 August 2019 will be registered to determine shareholders' entitlement to the Proposed Dividend. Members whose securities accounts with The Central Depository (Pte) Limited ("CDP") are credited with the shares as at 5.00 p.m. on 8 August 2019 will be entitled to such Proposed Dividend.

The Proposed Dividend, if approved at the Annual General Meeting to be held on 30 July 2019, will be paid on 22 August 2019.

By Order of the Board

Lo Swee Oi  
Company Secretary  
Singapore, 5 July 2019

**Explanatory Notes on Resolutions to be passed:**

- (i) Detailed information pursuant to Rule 720(5) of the Catalist Rules on Mr Ong Lim Wan @ Ong Teck Meng can be found under the section entitled "Additional Information on Directors Seeking Re-election" on pages 91 to 95 of the Annual Report.
- (ii) Mr Tito Shane Isaac, if re-elected, will remain as the Chairman of the Nominating Committee and Member of the Remuneration Committee and the Audit Committee. Mr Isaac is considered an Independent Director for purposes of Rule 704(7) of the Catalist Rules. Detailed information pursuant to Rule 720(5) of the Catalist Rules on Mr Isaac can be found under the section entitled "Additional Information on Directors Seeking Re-election" on pages 91 to 95 of the Annual Report
- (iii) The Ordinary Resolution 7 proposed in item 6 above, if passed, will empower the Directors from the date of the above AGM until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The aggregate number of shares (including any shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution shall not exceed 100% of the total issued shares (excluding treasury shares and subsidiary holdings), of which the aggregate number of shares and/or convertible securities other than on a pro-rata basis to all existing shareholders of the Company shall not exceed 50% of the total issued shares (excluding treasury shares and subsidiary holdings).

**Notes:**

- (1) Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where a member appoints more than one proxy, he shall specify the proportion of his shares to be represented by each proxy.
- (2) If a proxy is to be appointed, the form must be deposited at the registered office of the Company, at 22 Soon Lee Road Singapore 628082, not less than 48 hours before the meeting.
- (3) The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
- (4) In the case of joint shareholders, all holders must sign the form of proxy.

**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) for the purpose of the processing and administration by the Company (or its agents) 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) 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), 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) 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.

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 of the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the meeting and any questions he may raise or motions he proposes/seconds) may be recorded by the Company for such purpose.

In addition, the Company may upon the request of any shareholder, provide such shareholder with a copy of the minutes of the AGM which may contain a member's personal data as explained above. By participating in the AGM, raising any questions and/or proposing/seconding any motion, a member will be deemed to have consented to have his personal data recorded and dealt with for the purposes and in the manner explained above.

*This notice has been reviewed by the Company's sponsor, CIMB Bank Berhad, Singapore Branch ("Sponsor") in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist. This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice. The contact persons for the Sponsor are Mr Yee Chia Hsing, Head, Catalist, Investment Banking and Mr Ken Lee, Associate Director, Investment Banking, CIMB Bank Berhad, Singapore Branch, at 50 Raffles Place, #09-01 Singapore Land Tower, Singapore 048523, Telephone: +65 6337 5115.*