



HANWELL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

Company Registration No. 197400888M

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Hanwell Holdings Limited (the "**Company**" or "**Hanwell**") refers to:

- (a) the COVID-19 (Temporary Measures) Act 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**") which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
- (c) the joint statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation of 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020 and 1 October 2020) which provides additional guidance on the conduct of general meetings during the period from 27 March 2020 to 30 June 2021.

Shareholders are asked to refer to the Guidance Notes to the AGM to be held on 29 April 2021 enclosed in this AGM Booklet.

NOTIFICATION TO SHAREHOLDERS

HANWELL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

Company Registration No. 197400888M

7 April 2021

Dear Shareholder,

2021 Annual General Meeting

Hanwell Holdings Limited's ("**Hanwell**") 2021 Annual General Meeting ("**AGM**") is due to be held virtually on Thursday, 29 April 2021 at 10:00 a.m., Singapore time.

Hanwell has made available its Annual Report for the financial year 2020 ("**Annual Report**") for downloading at its corporate website. Shareholders may access the Annual Report at the URL <http://www.hanwell.com.sg> under the "Investor Relations" tab.

For those shareholders who wish to receive a printed copy of the Annual Report, they have been asked to complete a Request Form by ticking the appropriate box(es), and return it to us at the specified address provided by Hanwell, no later than 21 April 2021.

If you wish to receive a printed copy of the Letter to Shareholders dated 7 April 2021 in relation to Hanwell's share buyback mandate, please complete the enclosed Request Form by ticking the appropriate box(es), and return it to us at the specified address, no later than the business hours of 21 April 2021. Alternatively, Shareholders may access the Letter to Shareholders at the URL <http://www.hanwell.com.sg> under the "Investor Relations" tab.

By completing, signing and returning the Request Form to us, you agree and acknowledge that we and/or our service provider may collect, use and disclose your personal data, as contained in your submitted Request Form or which is otherwise collected from you (or your authorised representative(s)), for the purpose of processing and effecting your request.

Hanwell is closely monitoring the impact of the unprecedented COVID-19 virus in Singapore and in view of the evolving COVID-19 measures, shareholders are strongly encouraged to attend the AGM via webcast.

You will find details of our virtual meeting format in the enclosed Notice of Meeting. These will be uploaded to both the SGX website at URL <https://www.sgx.com> via SGXNet and to Hanwell's website at URL <http://www.hanwell.com.sg> under the "Investor Relations" tab.

If you have any question in relation to the agenda items set out in the enclosed Notice of AGM, Shareholders will have to submit their questions in advance. You will find a form for this purpose enclosed in this AGM booklet and you are asked to submit your question which can be registered at the weblink at <https://online.meetings.vision/hanwell-agm-registration>.

Yours faithfully,
For and on behalf of Hanwell Holdings Limited

Mr Yeo See Liang
Executive Director

* You will need an internet browser and PDF reader to view this document.

REQUEST FORM
Hanwell Holdings Limited

(Incorporated in the Republic of Singapore)
Company Registration No. 197400888M

TO: **The Company Secretary**
Hanwell Holdings Limited ("Company")
c/o M & C Services Private Limited
112 Robinson Road, #05-01,
Singapore 068902

NB. Please tick accordingly and return this form to us no later than 21 April 2021. You may like to take note that incomplete or incorrectly completed forms will not be processed.

Please send to me/us the Annual Report 2020.

Please send to me/us the Letter to Shareholders dated 7 April 2021.

The shares are held by me/us under or through (*please tick*):

CDP Securities Account

CPF Investment Scheme/Supplementary Retirement Scheme Account

Physical Scrip(s)

By completing, signing and returning this Request Form, I/we agree and acknowledge that the Company may collect, use and disclose my/our personal data, as contained in this Request Form or which is otherwise collected from me/us (or my/your authorised representative(s)), for the purpose of processing and effecting this request.

Name(s) of Shareholder(s): _____

NRIC (last 4 digits)/Passport Numbers: _____

Address: _____

Signature(s): _____ Date: _____

Note:

This request is valid for the Letter to Shareholders dated 7 April 2021 only



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Glue all sides firmly. Stapling & spot sealing is disallowed.

Glue all sides firmly. Stapling & spot sealing is disallowed.

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BUSINESS REPLY SERVICE
PERMIT NO. 09509



The Company Secretary
HANWELL HOLDINGS LIMITED
c/o M & C Services Private Limited
112 Robinson Road
#05-01
Singapore 068902

Postage will
be paid by
addressee.
For posting in
Singapore only.

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HANWELL HOLDINGS LIMITED

(Company Registration No. 197400888M)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING (the "Notice")

NOTICE IS HEREBY GIVEN that the Forty-Seventh Annual General Meeting ("AGM") of Hanwell Holdings Limited (the "Company") will be held by electronic means on Thursday, 29 April 2021 at 10.00 a.m. Singapore time (of which there will be a live webcast at the weblink <https://online.meetings.vision/hanwell-agm-registration> for the following purposes):

This Notice has been made available on SGXNet and the Company's corporate website and may be accessed at the URL <http://www.hanwell.com.sg>. A printed copy of this Notice is also despatched to members.

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2020 together with the Auditors' Report thereon. **(Resolution 1)**

2. To declare a first and final dividend (tax-exempt one-tier) of S\$0.005 per ordinary share for the financial year ended 31 December 2020 (2019: S\$0.0025). **(Resolution 2)**

3. To re-elect the following Directors, who are retiring pursuant to the respective Regulations of the Company's Constitution set out below:

(i) Dr Tang Cheuk Chee (Regulation 87) **(Resolution 3)**

(ii) Dr John Chen Seow Phun (Regulation 87) **(Resolution 4)**

(iii) Mr Goi Seng Hui (Regulation 93) **(Resolution 5)**

(iv) Mr Yeo See Liang (Regulation 93) **(Resolution 6)**

[See Explanatory Note 1(i) to (iii)]

4. Pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") which will take effect from 1 January 2022, Shareholders to approve the continued appointment of Dr John Chen Seow Phun as an Independent Director, and that upon due approval, the approval shall remain in force until the earlier of: (a) the retirement or resignation of the Director; or (b) the conclusion of the third AGM from the aforesaid approval. **(Resolution 7)**

[See Explanatory Note 1(iv)]

5. Contingent upon the passing of Ordinary Resolution 7 and pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022, Shareholders, excluding the directors, the chief executive officer and their associates, to approve the continued appointment of Dr John Chen Seow Phun as an Independent Director, and that upon due approval, the approval shall remain in force until the earlier of: (a) the retirement or resignation of the Director; or (b) the conclusion of the third AGM from the aforesaid approval. **(Resolution 8)**

[See Explanatory Note 1(iv)]

6. To approve the payment of Directors' fees of up to S\$234,000 for the financial year ending 31 December 2021 to be paid semi-annually in arrears (2020: S\$188,000). **(Resolution 9)**

[See Explanatory Note (2)]

7. To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 10)**

AS SPECIAL BUSINESS

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

8. Authority to issue new shares

That authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue new 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) warrants, debentures or other instruments convertible into shares,

on a *pro rata* basis to shareholders of the Company, 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 in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

("Share Issue Mandate")

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) and Instruments to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a *pro-rata* basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (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 and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) 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 or share options or vesting of share options, provided the options or awards were granted in compliance with Part 4 VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (b) any subsequent bonus issue, consolidation or subdivision of shares,

and, in sub-paragraph (1) above and this sub-paragraph (2), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST;

Adjustments in accordance with 8(2)(a) or 8(2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of the Share Issue Mandate.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

- (4) (unless revoked or varied by the Company in a general meeting) the authority conferred by this Resolution shall continue in force (i) 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; 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, whichever is the earlier.

[See Explanatory Note (3)]

(Resolution 11)

9. **Renewal of Share Buyback Mandate**

That for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), the Directors of the Company be and are hereby authorised to make purchases or otherwise acquire issued ordinary shares in the capital of the Company from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to 8% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as ascertained as at the date of Annual General Meeting of the Company) at the price of up to but not exceeding the Maximum Price as defined in the Company’s letter to the shareholders dated 7 April 2021 (the “**Letter**”), in accordance with the terms of the Share Buyback Mandate set out in the Letter, and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until (i) 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; or (ii) the date on which the share purchases are carried out to the full extent mandated; or (iii) the time when the authority conferred by this mandate is revoked or varied by Shareholders in general meeting, whichever is the earlier.

[See Explanatory Note (4)]

(Resolution 12)

By Order of the Board

Chew Kok Liang/Siau Kuei Lian
Joint Company Secretaries
Singapore

7 April 2021

Explanatory Notes:

- (1) (i) **Resolution 3**, Dr Tang Cheuk Chee will, upon re-election as a Director of the Company, remain as Executive Director of the Company. Please refer to Table A of the Corporate Governance Statement from page 48 to page 56 in the Annual Report 2020 for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (ii) **Resolution 4**, Dr John Chen Seow Phun will, upon re-election as a Director of the Company, remain as Independent Director of the Company, Chairman of the Remuneration Committee and Nominating Committee, a member of the Audit Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including immediate family relationships) between Dr John Chen Seow Phun and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence. Please refer to Table A of the Corporate Governance Statement from page 48 to page 56 in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (iii) **Resolutions 5 and 6**, Mr Goi Seng Hui will, upon re-election as a Director of the Company, remain as Non-Executive Chairman and Non-Independent Director. Mr Yeo See Liang will, upon re-election as a Director of the Company, remain as Executive Director. Please refer to Table A of the Corporate Governance Statement from page 48 to page 56 in the Annual Report 2020 for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

- (iv) **Resolutions 7 and 8**, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022, Dr John Chen Seow Phun, having served on the Board beyond nine (9) years from the date of his first appointment, will not be considered an Independent Director on 1 January 2022 unless his appointment as an Independent Director is approved in separate resolutions by (A) all Shareholders and (B) Shareholders, excluding the directors, the chief executive officer and their associates. The Company is seeking at this AGM to obtain the required approval in separate resolutions by (A) by all Shareholders and (B) Shareholders, excluding the directors, the chief executive officer and their associates prior to 1 January 2022 as required for his continued appointment as an Independent Director. Resolutions 7 and 8, if passed, will enable Dr John Chen Seow Phun to continue his appointment as an Independent Director (unless the appointment has been changed subsequent to the AGM) pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST and to Provisions 2.1 of the Code of Corporate Governance 2018 and the approvals shall remain in force until the earlier of (a) his retirement or resignation; or (b) the conclusion of the third AGM of the Company. Resolution 8 is conditional upon Resolution 7 being duly approved, else the aforesaid director will be designated as Non-Independent Director with effect from the date of the AGM and the Company will consider other alternative including refreshment of the Board.
- (2) **Resolution 9**, is to allow the Company to pay Directors' fees to all Non-Executive and Independent Directors in arrears on a semi-annual basis for the financial year ending 31 December 2021. In the event that the amount of the Directors' fee proposed is insufficient, approval will be sought at the next year's Annual General Meeting for payments to meet the shortfall.
- (3) **Resolution 11**, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date 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 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, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a *pro-rata* basis to existing shareholders of the Company.

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 and subsidiary holdings) in the capital of the Company at the time this Resolution is passed after adjusting for (a) 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 this proposed Ordinary Resolution is passed, and (b) any subsequent bonus issue, consolidation or subdivision of shares. For the avoidance of doubt, any consolidation or subdivision of shares of the Company will require shareholders' approval.

- (4) **Resolution 12**, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until (i) 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; or (ii) the date on which the share purchases are carried out to the full extent mandated; or (iii) the time when the authority conferred by this mandate is revoked or varied by Shareholders in general meeting, whichever is the earlier, to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to 8% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the Maximum Price as defined in the Letter. The rationale for, the authority and limits on, the sources of funds to be used for the purchase or acquisition of shares, including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Buyback Mandate on the audited financial statements of the Group for the financial year ended 31 December 2020, are set out in greater detail in the Letter to Shareholders attached to the Annual Report.

Notes:

1. A Member of the Company including a relevant intermediary entitled to vote at the Annual General Meeting (the "AGM") must appoint Chairman of the AGM to act as proxy and direct the vote at the AGM.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.

2. The instrument appointing the Chairman of the AGM as the proxy must be deposited at the office of the Company's Share Registrar, **M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902 by mail or email to gpe@mncsingapore.com not less than seventy-two (72) hours before the time appointed for holding the AGM.**

3. The instrument appointing the Chairman of the AGM as the proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the proxy form 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.
4. 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) and wishes to appoint the Chairman of the AGM as their proxy should approach their respective CPF/SRS Approved Nominees (CPF Agent Banks or SRS Operators) to submit their votes at least seven working days before the AGM, i.e. by 10.00 a.m. on 19 April 2021.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (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.

NOTICE OF RECORD AND DIVIDEND PAYMENT DATE FOR ORDINARY DIVIDEND

NOTICE IS HEREBY GIVEN that subject to the approval of the shareholders of Hanwell Holdings Limited (the “**Company**”) for the Dividend being obtained at the Annual General Meeting (“**AGM**”), the Register of Members and Transfer Books of the Company will be closed on 17 May 2021 for the purpose of determining the shareholders’ entitlements to the proposed Dividend.

Duly completed registrable transfers of shares received by the Company’s Share Registrar, M & C Services Private Limited of 112 Robinson Road, #05-01 Singapore 068902 up to 5.00 p.m. on 14 May 2021 will be registered to determine members’ entitlements to the said Dividend. Subject to the aforesaid, members whose Securities Account with The Central Depository (Pte) Limited are credited with shares of the Company at 5.00 p.m. on 14 May 2021 will be entitled to the proposed Dividend.

The proposed payment of the Dividend, if approved by the Shareholders at the AGM will be paid on 3 June 2021.

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HANWELL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 197400888M

PROXY FORM

(PLEASE SEE NOTES OVERLEAF BEFORE COMPLETING THIS FORM)

This form of proxy has been made available on SGXNet and the Company's website and may be accessed at the URL <http://www.hanwell.com.sg> by clicking under the Investor Relations tab. A printed copy of this form of proxy will be despatched to members.

IMPORTANT

- Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the Annual General Meeting are set out in the Company's announcement dated 6 April 2021 entitled "Annual General Meeting 2021" which has been uploaded together with the Notice of Annual General Meeting dated 7 April 2021 on SGXNet. This announcement may also be accessed at the URL <http://www.hanwell.com.sg> by clicking under the Investor Relations tab.
- A member will not be able to attend the Annual General Meeting in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the Annual General Meeting, he/she/it must appoint the Chairman of the Annual General Meeting as his/her/its proxy to vote on his/her/its behalf at the Annual General Meeting. In appointing the Chairman of the Annual General Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to vote "for", "against" or to "abstain from voting", in the form of proxy, failing which the appointment will be treated as invalid.
- For CPF/SRS Investors who have used their CPF/SRS moneys to buy shares in Hanwell Holdings Limited, this form of proxy is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS Investors should contact their respective Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.
- By submitting an instrument appointing the Chairman of the Annual Meeting as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of the Annual General Meeting dated 7 April 2021.

I/We, _____ NRIC/Passport/Co Reg No.: _____
of _____ (Address)

being a member/members of Hanwell Holdings Limited (the "Company"), hereby appoint Chairman of the AGM as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting ("AGM") of the Company to be held by electronic means on Thursday, 29 April 2021 at 10.00 a.m. Singapore time and at any adjournment thereof.

(Voting will be conducted by poll. If you wish to appoint the Chairman of the AGM as your proxy to cast all your votes for or against a resolution to be proposed at the AGM, please indicate with a "✓" in the space provided under "For" or "Against". If you wish to appoint the Chairman of the AGM as your proxy to abstain from voting on a resolution to be proposed at the AGM, please indicate with a "✓" in the space provided under "Abstain". Alternatively, please indicate the number of shares that the Chairman of the AGM as your proxy is directed to vote "For" or "Against" or to "Abstain from voting". In the absence of specific directions, the appointment of the Chairman of the AGM as your proxy will be treated as invalid)

	Ordinary Resolutions	No. of votes "For"	No. of votes "Against"	No. of votes "Abstain"
	Ordinary Business			
1.	Adoption of Directors' Statement, Audited Financial Statements and Auditors' Report			
2.	Declaration of a first and final dividend			
3.	Re-election of Dr Tang Cheuk Chee as Director			
4.	Re-election of Dr John Chen Seow Phun as Director			
5.	Re-election of Mr Goi Seng Hui as Director			
6.	Re-election of Mr Yeo See Liang as Director			
7.	Approval of Dr John Chen Seow Phun's continued appointment as an Independent Director by shareholders			
8.	Approval of Dr John Chen Seow Phun's continued appointment as an Independent Director by shareholders (excluding the directors, the chief executive officer and their associates)			
9.	Approval of payment of Directors' fees of up to S\$234,000 in respect of financial year ending 31 December 2021 to be paid semi-annually in arrears			
10.	Re-appointment of KPMG LLP as Auditors and authorisation for Directors to fix their remuneration			
	Special Business			
11.	Authority for Directors to allot and issue shares and make or grant Instruments convertible into shares			
12.	Authority for Renewal of Share Buyback Mandate			

Dated this _____ day of _____ 2021

Signature of Members or Common Seal

Total number of Shares held

Name of Member

IMPORTANT: PLEASE READ NOTES OVERLEAF

NOTES TO PROXY FORM:

The Annual General Meeting (“**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. The Notice of AGM dated 7 April 2021 will accordingly be sent to members by electronic means via publication on the Company’s website at the URL <http://www.hanwell.com.sg> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. For convenience, printed copies of the Notice of AGM will also be sent by post to members.

Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions at or before the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the accompanying Company’s announcement dated 6 April 2021. This announcement may be accessed at the Company’s website at the URL <http://www.hanwell.com.sg> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. For convenience, printed copies of this announcement will also be sent by post to members.

Due to the current COVID-19 situation in Singapore, shareholders are strongly encouraged to attend the AGM via webcast. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.

Notes:

1. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
2. A member will not be able to attend the AGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman of the AGM as proxy, a member (whether individual or corporate) must give specific instructions as to vote “for”, “against” or “abstain from voting”, in the form of proxy, failing which the appointment will be treated as invalid.
3. The Chairman of the AGM, as proxy, need not be a member of the Company.
4. The instrument appointing the Chairman of the AGM as proxy must:
 - (a) if sent personally or by post, be lodged at the office of the Company’s Share Registrar, M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902; or
 - (b) if submitted by email, be received by M & C Services Private Limited at gpe@mncsingapore.comin either case, by no later than 10.00 a.m. on 26 April 2021, and in default the instrument of proxy shall not be treated as valid.
5. Where an instrument appointing the Chairman of the AGM as proxy is sent personally or by post, it must be under the hand of the appointor or of his attorney duly authorised in writing and where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of a director or an officer or attorney duly authorised.

Where an instrument appointing the Chairman of the AGM as proxy is submitted by email, it must be authorised in the following manner:

- (a) by way of the affixation of an electronic signature by the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
- (b) by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.

Where an instrument appointing the Chairman of the AGM as proxy is signed or, as the case may be, authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument appointing the Chairman of the AGM as proxy, failing which the instrument may be treated as invalid.

6. The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy 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 the Chairman of the AGM as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the AGM as proxy). In addition, in the case of members 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 as at 10.00 a.m. on 26 April 2021 as certified by The Central Depository (Pte) Limited to the Company.
7. An investor who holds shares under the Central Provident Fund Investment Scheme (“**CPF Investor**”) and/or the Supplementary Retirement Scheme (“**SRS Investors**”) (as may be applicable) and wishes to appoint the Chairman of the AGM as their proxy should approach their respective CPF and/or SRS Approved Nominees (CPF Agent Banks or SRS Operators) to submit their votes by 10.00 a.m. on 19 April 2021.



IMPORTANT:

By submitting these questions, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 7 April 2021.



Register at the weblink provided below

Question(s) from Shareholders

The virtual Annual General Meeting (“**AGM**”) of Hanwell Holdings Limited (the “**Company**”) is due to be held on Thursday, 29 April 2021 commencing at 10.00 a.m. (Singapore Time). Shareholders who have questions are asked to register their questions in advance of the AGM.

Shareholders are asked to register their questions at the weblink <https://online.meetings.vision/hanwell-agm-registration>.

Shareholder’s question(s) must be received by the Company latest by 10.00 a.m. on Tuesday, 20 April 2021.

HANWELL HOLDINGS LIMITED

Co. Reg. no.: 197400888M

GUIDANCE NOTES TO ANNUAL GENERAL MEETING TO BE HELD ON 29 APRIL 2021

1. **Background: Hanwell Holdings Limited (“Hanwell” or the “Company”) refers to:**
 - (a) the COVID-19 (Temporary Measures) Act 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
 - (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”) which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
 - (c) the joint statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation of 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020 and 1 October 2020) which provides additional guidance on the conduct of general meetings on or before 30 June 2021 via electronic means.
2. **Date, time and conduct of the AGM:** Hanwell is pleased to announce that pursuant to the Order, the AGM will be convened and held by way of electronic means on **Thursday, 29 April 2021 at 10.00 a.m.** (Singapore time) to transact the business set out in the AGM Notice. Printed copies of the AGM Notice will be sent to shareholders on 7 April 2021¹.
3. **Notice of AGM and proxy form:** Printed copies of the Notice of the AGM and proxy form will be sent to shareholders as well as by electronic means via publication on our corporate website² and will also be made available on the SGX website².
4. **No personal attendance at the AGM:** Due to the current COVID-19 restriction orders in Singapore, shareholders are strongly encouraged to attend the AGM via webcast.
5. **Participation at the AGM electronically:** Shareholders may participate at the AGM by:
 - (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
 - (b) submitting questions in advance of the AGM; and
 - (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM in accordance to the notes to the proxy form.

Details of the steps for pre-registration, pre-submission of questions and voting at the AGM are set out in the AGM Notice as well as the Appendix to these Guidance Notes.

6. **Shareholders who wish to pre-register for webcast:** Shareholders who wish to pre-register to observe and/or listen to the AGM proceedings through the live webcast, they will have to log in at <https://online.meetings.vision/hanwell-agm-registration>, to be verified as shareholders as at **10.00 a.m. on 26 April 2021**, their registrations will be treated as valid for the AGM and they will receive an email with their user ID and password details, as well as the link to access the live audio-visual webcast and toll-free telephone number to access the live audio-only stream of the AGM proceedings, by **10.00 a.m. on 28 April 2021**.

¹ The AGM Notice may be accessed at our corporate website at the URL <http://www.hanwell.com.sg> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

² The Notice of the AGM and proxy form may be accessed at our corporate website at the <http://www.hanwell.com.sg> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

7. **Shareholders who wish to submit proxy forms:** Shareholders who wish to submit proxy forms for the AGM are to take note that if these shareholders are verified as shareholders as at **10.00 a.m. on 26 April 2021**, the Company shall be entitled to, and will, treat such proxy forms as appointing the Chairman of the AGM as their proxy to vote at the AGM in accordance with their specified instructions.
8. **Alternative submission of proxy form by e-mail:** A shareholder may submit by sending an email to the Company's Share Registrar, M & C Services Private Limited at gpe@mncsingapore.com by **10.00 a.m. on 26 April 2021**.
9. **Persons who hold shares through relevant intermediaries:** Persons who hold shares through relevant intermediaries (as defined in section 181 of the Companies Act, Chapter 50), including CPF and SRS investors, and who wish to participate in the AGM by (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the AGM; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, **should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM by 10.00 a.m. on 19 April 2021**.
10. **Key dates and time deadlines:** In summary, the key dates, day and time deadlines which shareholders should take note of are set out in the table below:

Key dates and time	Actions
10.00 a.m. on 20 April 2021 (Tuesday)	Submission of Questions in advance
10.00 a.m. on 19 April 2021 (Tuesday)	Deadline for CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
10.00 a.m. on 26 April 2021 (Monday)	Deadline for shareholders to: <ul style="list-style-type: none"> pre-register at https://online.meetings.vision/hanwell-agm-registration for live audio-visual webcast/live audio-only stream of the AGM proceedings, and submit proxy forms by e-mail to gpe@mncsingapore.com or by post to the Company's Share Registrar, M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902.
10 a.m. on 28 April 2021 (Wednesday)	Authenticated shareholders will receive an email which will contain user ID and password details, as well as the link to access the live audio-visual webcast and a toll-free telephone number to access the live audio-only stream of the AGM proceedings (the " Confirmation Email "). Shareholders who do not receive the Confirmation Email by 10.00 a.m. on 28 April 2021 , but have registered by 10.00 a.m. on 26 April 2021 deadline should contact our Share Registrar, M & C Services Private Limited at +65 6228 0506.
Date and time of AGM 10.00 a.m. on 29 April 2021 (Thursday)	<ul style="list-style-type: none"> Click on the link in the Confirmation Email and enter the user ID and password to access the live audio-visual webcast of the AGM proceedings; or Call the toll-free telephone number in the Confirmation Email to access the live audio-only stream of the AGM proceedings.

11. **2020 Annual Report and Letter to Shareholders:** Our Annual Report for the financial year ended 31 December 2020 (“2020 Annual Report”) and our Letter to Shareholders dated 7 April 2021 in relation to the proposed renewal of Hanwell’s share purchase mandate (“**Letter to Shareholders**”) have been published on the Investors page of our corporate website.

Both 2020 Annual Report and the Letter to Shareholders may be accessed at the URL <http://www.hanwell.com.sg> by clicking on the hyperlink under the “Investor Relations” tab.

12. **Dates of Record and Dividend Payment:** The Transfer Books and Register of Members of Hanwell will be closed on 17 May 2021 for the purposes of determining shareholders’ entitlements to the proposed first and final one-tier tax exempt dividend for the financial year ended 31 December 2020 (“**FY2020 First and Final Dividend**”) of S\$0.005 per ordinary share. Duly completed registrable transfers of shares received by the Company’s Share Registrar, M & C Services Private Limited of 112 Robinson Road, #05-01, Singapore 068902 up to 5.00 p.m. on 14 May 2021 will be registered to determine shareholders’ entitlements to the FY2020 First and Final dividend. Subject to the aforesaid, shareholders whose securities account with The Central Depository (Pte) Limited are credited with shares of the Company as at 5.00 p.m. on 14 May 2021 will be entitled to the proposed first and final dividend.

The first and final one-tier tax exempt dividend, if approved by the shareholders will be paid on 3 June 2021.

13. **Important reminder: Due to the constantly evolving COVID-19 situation in Singapore, we may be required to change our arrangements for the AGM at short notice. Shareholders should check the AGM 2021 page of our corporate website at the URL <http://www.hanwell.com.sg> by clicking under the Investor Relations tab and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> for the latest updates on the status of the AGM.**

Hanwell would like to thank all shareholders for their patience and co-operation in enabling us to hold the AGM with the optimum safe distancing measures amidst the COVID-19 pandemic.

By order of the Board

Chew Kok Liang/Siau Kuei Lian
Joint Company Secretaries

7 April 2021

APPENDIX

Steps for pre-registration, pre-submission of questions and voting at the AGM:

Shareholders will be able to observe and/or listen to the AGM proceedings through a live audio-video webcast or live audio-only stream via their mobile phones, tablets or computers, submit questions in advance of the AGM and vote by appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM.

To do so, they will need to complete the following steps:

No.	Steps	Details
1	Pre-registration	<p>Shareholders must pre-register at the pre-registration website at https://online.meetings.vision/hanwell-agm-registration from now till 10.00 a.m. on 26 April 2021 to enable Hanwell to verify their status as shareholders.</p> <p>Following the verification, authenticated shareholders will receive an email by 10 a.m. on 28 April 2021. The email will contain user ID and password details, as well as the link to access the live audio-visual webcast and a toll-free telephone number to access the live audio- only stream of the AGM proceedings.</p> <p>Shareholders who do not receive an email by 10.00 a.m. on 28 April 2021, but have registered by the deadline at 10.00 a.m. on 26 April 2021, should contact our Share Registrar, M & C Services Private Limited at +65 62280506.</p>
2	Submit questions in advance	<p>Shareholders will not be able to ask questions at the AGM live during the webcast or audio-stream, and therefore it is important for shareholders to pre-register and submit their questions in advance of the AGM.</p> <p>Submission of questions: Shareholders can only submit questions in advance of the AGM related only to the resolutions to be tabled for approval at the AGM in the following manner:</p> <p>Via pre-registration website: Shareholders who pre-register to observe and/or listen to the AGM proceedings may submit their questions via the pre-registration website at https://online.meetings.vision/hanwell-agm-registration</p> <p>Please provide us with the following details: your full name; your address; and the manner in which you hold shares in Hanwell (e.g., via CDP, CPF or SRS).</p> <p>Deadline to submit questions: All questions must be submitted latest by 10.00 a.m. on 20 April 2021.</p> <p>Addressing questions: We will endeavour to address all substantial and relevant questions received from shareholders in advance and latest by 10.00 a.m. on 20 April 2021 at the AGM to be held on 29 April 2021 at 10.00 a.m. through live audio-visual webcast and live audio- only stream. However, as there may not be sufficient time to address all such questions during the AGM itself, we will publish our responses to questions which we address during the AGM, on our corporate website and on SGXNET after the AGM as soon as it is practicable.</p> <p>Minutes of the AGM: We will publish the minutes of the AGM on our corporate website and on SGXNET, and the minutes will include the responses to substantial and relevant questions from shareholders which are addressed during the AGM.</p>

No.	Steps	Details
3	Submit proxy forms to vote	<p>Appointment of Chairman of the AGM as proxy: Shareholders (whether individual or corporate) who pre-register to observe and/or listen to the AGM proceedings and wish to vote on the resolutions to be tabled at the AGM may appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM, in accordance with the instructions on the proxy form.</p> <p>Specific voting instructions to be given: Where shareholders (whether individual or corporate) appoint the Chairman of the AGM as their proxy, they must give specific instructions as to vote “for”, “against” or to “abstain from voting”, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.</p> <p>Submission of proxy forms: Proxy forms must be submitted in the following manner:</p> <p>(a) if submitted by post, be lodged with the Company’s Share Registrar, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902; or</p> <p>(b) if submitted electronically, be submitted via email to the Company’s Share Registrar at gpe@mncsingapore.com</p> <p>in either case, by 10.00 a.m. on 26 April 2021.</p> <p>A shareholder who wishes to submit a proxy form via email must either use the proxy form posted by Hanwell or download it from our corporate website or SGX website, complete and sign the proxy form, before submitting it by post to the address provided above, or by scanning and sending it by email to the email address provided above.</p> <p>In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.</p> <p>CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on 19 April 2021.</p>

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