

# 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 Fifteenth Annual General Meeting (“**AGM**”) of Hiap Tong Corporation Ltd will be held at Devan Nair Institute for Employment and Employability, 80 Jurong East Street 21, Level 1 Hall 3, Singapore 609607 on Thursday, 27 July 2023 at 3.00 p.m. to transact 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 2023 together with the Auditors’ Report thereon. **Resolution 1**
2. To declare a first and final tax exempt (one-tier) dividend of 0.5 Singapore cents per ordinary share for the financial year ended 31 March 2023. **Resolution 2**
3. To approve the payment of Directors’ fees of S\$110,000 for the financial year ended 31 March 2023. **Resolution 3**
4. To approve the payment of Directors’ fees of up to S\$110,000 for the financial year ending 31 March 2024, to be paid quarterly in arrears. [refer to explanatory note (i)] **Resolution 4**
5. To re-elect the following Directors retiring pursuant to the Company’s Constitution:
  - (i) Mr Ong Boon Tat, Alvin (Regulation 95) [refer to explanatory note (ii)] **Resolution 5**
  - (ii) Mr Ong Lim San (Regulation 95) [refer to explanatory note (iii)] **Resolution 6**
6. To re-appoint RSM Chio Lim LLP, Public Accountants and Chartered Accountants, Singapore and to authorize the Directors to fix the Auditors’ remuneration. **Resolution 7**

### AS SPECIAL BUSINESS

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

7. **Authority to allot and issue new shares in the capital of the Company** **Resolution 8**

“That pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**Catalist Rule**”), 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 Catalist Rule 829 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 conversion of the convertible securities pursuant to Catalist Rule 806(1)(b) and 806(1)(c) 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 Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited 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."  
[refer to Explanatory Note (iv)]

8. **Renewal of the Share Buy-Back Mandate**

**Resolution 9**

"That

(a) for the purposes of the Catalist Rules and the Companies Act, the Directors be and are hereby authorised to exercise all the powers of the Company to purchase or acquire its issued and fully paid-up Shares representing not more than ten per cent. (10%) of the total number of issued Shares of the Company at such price(s) as may be determined by the Directors or a committee of Directors that may be constituted for the purposes of effecting purchases or acquisitions of Shares by the Company from time to time up to the Maximum Price (as defined below), whether by way of:

- (i) an on-market purchase ("**Market Purchase**"), transacted on the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stock brokers appointed by the Company for the purpose; and/or
- (ii) an off-market purchase ("**Off-Market Purchase**"), effected otherwise than on the SGX-ST pursuant to an equal access scheme in accordance with Section 76C of the Companies Act,

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

(b) unless varied or revoked by the Shareholders in a general meeting, purchases or acquisitions of Shares pursuant to the proposed Share Buyback Mandate may be made, at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

- (i) the date on which the next AGM of the Company is held or required by law to be held; or
- (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting,

whichever the earliest.

(c) in this Resolution:

**“Maximum Price”**, in relation to a Share to be purchased or acquired, means the purchase price (including 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, one hundred and five per cent. (105%) of the Average Closing Price (as defined below); and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent. (120%) of the Average Closing Price, where:

**“Average Closing Price”** means the average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Days period and the day on which the purchases are made;

**“day of the making of the offer”** means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/ or authorised by this Resolution.” [refer to explanatory note (v)]

9. That pursuant to Section 161 of the Companies Act 1967 and Rule 805 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of shares of the Company as may be required to be allotted and issued pursuant to the Hiap Tong Corporation Ltd. Scrip Dividend Scheme. [refer to explanatory note (vi)] **Resolution 10**

**Notice is hereby given** that the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on 14 August 2023 for the purposes of determining members’ entitlement to the proposed first and final tax exempt (one-tier) dividend of 0.5 Singapore cents per ordinary share for the financial year ended 31 March 2023 (the **“FY2023 Dividend”**).

Duly completed and stamped transfers of the ordinary shares of the Company received by the Company’s share registrar, In.Corp Corporate Services Pte. Ltd. (**“Share Registrar”**) at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712, up to 5.00 p.m. on 14 August 2023 (**“Record Date”**) will be registered before members’ entitlement to the FY2023 Dividend are determined.

The FY2023 Dividend, if approved at the Fifteenth Annual General Meeting, will be paid on 27 September 2023.

By Order of the Board

Lim Guek Hong  
Company Secretary

Singapore, 7 July 2023

## Explanatory Notes:

- (i) The Ordinary Resolution 4 proposed on item 4 above, if passed, will facilitate the payment of Directors' fees during the financial year in which the fees are incurred, that is during the financial year ending 31 March 2024. In the event that the amount proposed is insufficient, approval will be sought at the next annual general meeting for the payments to meet the shortfall.
- (ii) Mr Ong Boon Tat, Alvin, if re-elected, will continue to serve as an Executive Vice Chairman and a member of the Nominating Committee. Detailed information pursuant to Rule 720(5) of the Listing Manual Section B: Rules of Catalist of SGX-ST on Mr Ong Boon Tat, Alvin can be found under the section entitled "Additional Information on Directors Seeking Re-election" on pages 95 to 100 of the Annual Report.
- (iii) Detailed information pursuant to Rule 720(5) of the Listing Manual Section B: Rules of Catalist of SGX-ST on Mr Ong Lim San can be found under the section entitled "Additional Information on Directors Seeking Re-election" on pages 95 to 100 of the Annual Report.
- (iv) The Ordinary Resolution 8 proposed in item 7 above, if passed, will empower the Directors from the date of the above AGM until the date of the next AGM, 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).
- (v) The Ordinary Resolution 9 proposed in item 8 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM is held or is required by law to be held, whichever is the earlier, to purchase or acquire up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution. Details of the proposed renewal of Share Buyback Mandate, including the sources of funds to be used for the purchase or acquisition, the amount of financing (if any) and the illustrative financial effects on the Group, are set out in the Letter to Shareholders dated 7 July 2023.
- (vi) The implementation of the Hiap Tiong Corporation Ltd. Scrip Dividend Scheme was announced by the Company on 20 July 2012. The Ordinary Resolution 10 proposed in item 9 above, if passed, will empower the Directors of the Company to allot and issue ordinary shares pursuant to the Hiap Tiong Corporation Ltd. Scrip Dividend Scheme, should the Company decide to apply the said Scrip Dividend Scheme to any dividend declared by the Company from the date of this AGM until the date of the next annual general meeting of the Company, to eligible Shareholders who, in respect of a qualifying dividend, have elected to receive scrip in lieu of the cash amount of that qualifying dividend to which the said Scrip Dividend Scheme is applied.

## Notes:

- (1) The AGM will be held, in a wholly physical format, at the venue, date and time stated above. Members, including CPF and SRS investors, and (where applicable) duly appointed proxies or representatives will be able to ask questions and vote at the AGM by attending the AGM in person. There will be no option for shareholders to participate virtually.
- (2) Printed copies of this Notice of AGM and the accompanying proxy form will be sent by post to members. These documents will also be published on the Company's website at <https://www.hiaptong.com/> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.
- (3)
  - (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
  - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

- (4) A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy.
- (5) The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
  - (a) if submitted electronically, be submitted via email to [administrator@hiaptong.sg](mailto:administrator@hiaptong.sg); or
  - (b) if submitted by post, be lodged with the Company's registered address at 22 Soon Lee Road, Singapore 628082in either case, by no later than **24 July 2023, 3.00 p.m.**, being 72 hours before the time appointed for holding the AGM.
- (6) CPF and SRS investors:
  - (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operations if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 17 July 2023.

- (7) The instrument of proxy must be signed by the appointor or his attorney duly authorised in writing. In the case of joint shareholders, all holders must sign the instrument of proxy.
- (8) Members, including CPF and SRS investors, can submit substantial and relevant questions relating to the business of the AGM in advance by **3.00 p.m. on 15 July 2023**:
- (a) by post to the Company's registered address at 22 Soon Lee Road, Singapore 628082; or
  - (b) via email at [administrator@hiaptong.sg](mailto:administrator@hiaptong.sg).

When submitting questions by post or via email, members should provide the following details; (i) the member's full name; (ii) his/her/its identification/registration number; (iii) contact for verification purposes; and (iv) the manner in which the member holds shares in the Company (e.g. via CDP, CPF, SRS and/or scrip), for verification purposes.

- (9) The Company will address all substantial and relevant questions received from members by 15 July 2023 by publishing its responses to such questions on the Company's corporate website and the SGX website by 21 July 2023, at least 48 hours prior to the closing date and time for the lodgement of instruments appointing a proxy(ies). The Company will respond to questions or follow-up questions submitted after the 15 July 2023 deadline either within a reasonable timeframe before the AGM, or at the AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- (10) Members, including CPF and SRS investors, and (where applicable) duly appointed proxies or representatives can also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself.
- (11) The Company's Annual Report 2023 and the Letter to Shareholders dated 7 July 2023 (in relation to the proposed renewal of share purchase mandate) may be accessed at the Company's corporate website at <https://www.hiaptong.com/>. These documents will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>. Members may request for printed copies of these documents by completing and submitting the request form sent to them by post together with printed copies of this Notice of AGM and the accompanying proxy form.

**Personal data privacy:**

By submitting an instrument appointing the Chairman of the Meeting as proxy to vote at the AGM and/or any adjournment thereof, 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 purpose of the processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy 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.