



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of LHT Holdings Limited ("the Company") will be held at 27 Sungei Kadut Street 1, Singapore 729335 on Friday, 29 April 2022 at 3.30 p.m. via electronic means 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 2021 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect Mr Tan Kim Sing who is retiring pursuant to Regulation 103 of the Company's Constitution. **(Resolution 2)**  
[See Explanatory Note (i)]
- To re-elect Dr Wu Chiaw Ching retiring pursuant to Regulation 103 of the Company's Constitution. **(Resolution 3)**  
[See Explanatory Note (ii)]
- To declare a first and final one-tier tax exempt dividend of S\$0.03 per ordinary share for the financial year ended 31 December 2021. (2020: S\$0.03). **(Resolution 4)**
- To approve the payment of Directors' fees of S\$182,000 for the financial year ended 31 December 2021. (2020: S\$182,000) **(Resolution 5)**
- To re-appoint Messrs BDO LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

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

**Authority to allot and issue shares**

"That pursuant to Section 161 of the Companies Act 1967 (the "Act"), the Constitution and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the directors of the Company to:

- allot and issue shares in the capital of the Company (the "Shares") (whether by way of rights, bonus or otherwise); and/or
- make or grant offers, agreements, or options (collectively, "Instruments") that may or would require Shares to be issued, including but not limited to the creation and issue of 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 may in their absolute discretion deem fit; and
- (notwithstanding the authority conferred by this Resolution may have ceased to be in force):
  - issue additional instruments as adjustments in accordance with the terms and conditions of the Instruments made or granted by the directors while this Resolution was in force; and
  - issue Shares in pursuance of any Instruments made or granted by the directors while this Resolution was in force or such additional Instruments in (b)(i) above,

provided that:

- the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares issued other than on a *pro-rata* basis to existing shareholders (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent (20%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below); and
- (subject to such manner of 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 and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:-
  - new Shares arising from the conversion or exercise of convertible securities;
  - new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the SGX-ST Listing Manual; and
  - any subsequent bonus issue, consolidation or subdivision of Shares;Adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (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 the passing of this Resolution.
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the listing rules 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
- (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 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)] **(Resolution 7)**

By Order of the Board

Sally Yap Mei Yen

Company Secretary

Singapore, 6 April 2022

**EXPLANATORY NOTES:**

- Resolution 2** – Mr Tan Kim Sing will, upon re-election as a Director of the Company, remain as Executive Director of the Company. He is considered an Executive and Non-Independent Director. Detailed information of Mr Tan Kim Sing can be found under the "Board of Directors" and "Disclosure of Information on Directors Seeking Re-election" sections of the Company's Annual Report.
- Resolution 3** – Dr Wu Chiaw Ching will, upon re-election as a Director of the Company, remain as Member of the Audit Committee, Remuneration Committee and Nominating Committee. He is considered to be Independent pursuant to Rule 704(8) of the Listing Rule of SGX-ST. Dr Wu Chiaw Ching is the Independent Director. There are no relationships (including immediate family relationships) between Dr Wu Chiaw Ching and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence. Detailed information of Dr Wu Chiaw Ching can be found under the "Board of Directors" and "Disclosure of Information on Directors Seeking Re-election" sections of the Company's Annual Report.
- Resolution 7** – if passed, will empower the Directors from the date of the above Meeting until the date of the next annual general meeting, to issue shares and convertible securities in the Company. The number of shares and convertible securities that the Directors may allot and issue under this Resolution would not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company at the time of the passing of this Resolution. For issue of shares and convertible securities (other than on a *pro-rata* basis to all shareholders), the aggregate number of shares and convertible securities to be issued shall not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company.

**NOTES:**

- The annual general meeting ("AGM" or the "Meeting") is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trust and Debenture Holders) Order 2020. This Notice will be sent to members by post and electronic means via publication on the Company's corporate website at <https://www.lht.com.sg/> and is also made available on SGXNet.
- Due to the current COVID-19 restriction orders in Singapore, members will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting 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. The accompanying Proxy Form for the AGM may be accessed at the SGX website at <https://www.sgx.com/securities/companyannouncements>. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing that the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid. Alternative arrangements relating to attendance at the meeting via electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast), submission of questions in advance of the AGM, addressing of substantial and relevant questions, are set out in the Company's announcement dated 6 April 2022 (the "Announcement"), which has been uploaded together with the Notice of AGM on SGXNet on the same day. The Announcement may also be assessed at <http://www.lht.com.sg>. For the avoidance of doubt, the aforesaid section is circulated together with and forms part of this Notice of AGM in respect of the AGM.
- Members who wish to observe and/or listen to the AGM proceedings through a live audio-visual webcast must pre-register at the Company's pre-registration website at [https://www.lht.com.sg/agm\\_registration.php](https://www.lht.com.sg/agm_registration.php) by 3.30 p.m. on 26 April 2022 to enable the verification of members' status.  
Following the verification, authenticated members will receive a confirmation via email which contains the instructions to access the live audio-visual webcast of the AGM proceedings and link to access the live webcast of the AGM proceedings by 28 April 2022. Members who do not receive a confirmation email by 28 April 2022, but have registered by the 26 April 2022 deadline, should contact the Company's share registrar, B.A.C.S. Private Limited at (65)6593 4848 or the Company at (65)6269 7890 and/or [ir@lht.com.sg](mailto:ir@lht.com.sg) for assistance.
- The Chairman of the Meeting, as proxy, need not be a member of the Company.
- The instrument appointing the Chairman of the Meeting as a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
  - if submitted by email, be received by the Company at [ir@lht.com.sg](mailto:ir@lht.com.sg);
  - if submitted by post, be lodged at the Registered Office of the Company at 27 Sungei Kadut Street 1, Singapore 729335In either case, by 3.30 p.m. on 26 April 2022, being not less than seventy-two (72) hours before the time appointed for holding the Meeting (or any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.  
In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.
- This instrument appointing the Chairman of the Meeting as proxy under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.
- Members may also submit questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM, in the following manner by 22 April 2022:
  - By email to [ir@lht.com.sg](mailto:ir@lht.com.sg); or
  - Via pre-registration website at the URL: [https://www.lht.com.sg/agm\\_registration.php](https://www.lht.com.sg/agm_registration.php).The Company will endeavour to address all substantial and relevant questions submitted prior to the AGM by publishing the responses to such questions on the Company's corporate website and on SGXNet prior to, or at, the AGM.
- CPFIS and SRS investors who hold the Company's shares through CPF Agent, Banks or SRS Operators and who wish to request their CPF Agent Banks or SRS Operators to appoint the Chairman of the Meeting as their proxy in respect of the Company's shares held by such CPF Agent Banks or SRS Operators on their behalf should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 20 April 2022.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing the Chairman of the Meeting to attend, speak and 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, administration and analysis 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, take-over rules, regulations and/or guidelines.

**NOTICE OF RECORD DATE AND DIVIDEND PAYMENT DATE**

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of LHT Holdings Limited (the "Company") will be closed on 20 May 2022, for the preparation of dividend warrants for the first and final one-tier tax exempt dividend of S\$0.03 per ordinary share (the "Proposed Dividend") for the financial year ended 31 December 2021.

Duly completed and registrable transfers received by the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03, Robinson 77, Singapore 068896 up to 5.00 p.m. on 19 May 2022 will be registered to determine members' entitlements to the Proposed Dividend.

Members whose Securities Accounts with The Central Depository (Pte) Ltd are credited with shares at 5.00 p.m. on 19 May 2022 will be entitled to the Proposed Dividend.

The Proposed Dividend, if approved by the members at the Annual General Meeting to be held on 29 April 2022, will be paid on 31 May 2022.

By Order of the Board

Sally Yap Mei Yen

Company Secretary

Singapore, 6 April 2022