

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM” or the “Meeting”) of HRnetGroup Limited (the “Company”) will be held by way of electronic means on Wednesday, 21 April 2021 at 10.00 a.m. (Singapore time) to transact the following businesses:

AS ORDINARY BUSINESS:

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2020 together with the Auditors’ Report thereon. **Resolution 1**
2. To declare a final tax exempt (one-tier) dividend of 2.5 Singapore cents per ordinary share for the financial year ended 31 December 2020. **Resolution 2**
3. To approve the payment of Directors’ fees of S\$175,000 for the financial year ending 31 December 2021, payable half-yearly in arrears (2020: S\$175,000). **Resolution 3**
4. To re-elect Ms Sim Wei Ling, Adeline, who retires by rotation pursuant to Article 94 of the Company’s Constitution, as a Director of the Company. [See Explanatory Note (i)] **Resolution 4**
5. To re-elect Mr Tan Ngiap Siew, who retires by rotation pursuant to Article 94 of the Company’s Constitution, as a Director of the Company. [See Explanatory Note (ii)] **Resolution 5**
6. To re-appoint Messrs Deloitte & Touche LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

AS SPECIAL BUSINESS

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

7. Authority to allot and issue shares and convertible securities

“That pursuant to Section 161 of the Companies Act, Cap. 50 (the “Act”) and Rule 806 of the Listing Manual Section B: Rules of Mainboard of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) (“Mainboard Rules”), authority be and is hereby given to the Directors of the Company to:

- (A)
 - (i) issue shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise;
 - (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,
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus, or capitalisation issues,

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
- (B) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

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provided that:

- (a) 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 50 per cent of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), and provided further that where shareholders of the Company are not given the opportunity to participate in the same on a pro rata basis, then the aggregate number of Shares to be issued under such circumstances (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below); and
- (b) (subject to such manner of calculation and adjustments as may be prescribed by the Mainboard Rules) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) 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 this Resolution is passed, after adjusting for:-
 - (i) new Shares arising from the conversion or exercise of convertible securities;
 - (ii) (where applicable) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the Listing Manual of the SGX-ST; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares,

and, in sub-paragraph (a) above and this sub-paragraph (b), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST;
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by 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
- (d) (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

8. Proposed Renewal of the Share Purchase Mandate

THAT approval and authority be and is hereby given to the Directors of the Company:-

- (a) For the purposes of the Companies Act, Chapter 50 of Singapore (the "**Act**"), the exercise by the Directors all the powers of the Company to purchase or otherwise acquire the ordinary shares in the capital of the Company ("**Shares**") not exceeding in aggregate the Prescribed Limited (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) on-market purchases (each a "**Market Purchase**") on the SGX-ST; and/or
 - (ii) off-market purchases (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all the conditions prescribed by the Act,

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and otherwise in accordance with all other provisions of the Companies Act and listing rules of the SGX-ST as may for the time being be applicable, is hereby authorised and approved generally and unconditionally (the **"Share Purchase Mandate"**);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
- (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held;
 - (ii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked; or
 - (iii) the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate is carried out to the full extent mandated.

- (c) in this Resolution:

"Prescribed Limit" means 10% of the issued ordinary share capital of the Company as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares that may be held by the Company from time to time and subsidiary holdings (as defined in the Listing Manual of the SGX-ST));

"Relevant Period" means the period commencing from the date on which the Annual General Meeting is held and the resolution relating to the Share Purchase Mandate is passed and expiring on the date the next Annual General Meeting is held or is required by law to be held, whichever is the earlier; and

"Maximum Price" in relation to a share to be purchased, means an amount (excluding related brokerage, commission, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of Market Purchase: 105% of the Average Closing Price;
- (ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price or Highest Last Dealt Price,

where:

"Average Closing Price" means the average of the last dealt prices of a share for the five consecutive market days on which the Shares are transacted on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted in accordance with the rules of the Listing Manual for any corporate action that occurs during the relevant five-day period and the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase; and

"day of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from shareholders, stating therein the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

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- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution. [See *Explanatory Note (iv)*] **Resolution 8**

9. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Sim Yong Siang
Founding Chairman

Singapore, 6 April 2021

Explanatory Notes:

- (i) Ordinary Resolution 4, Ms Sim Wei Ling, Adeline will, upon re-election as a Director of the Company, remain as an Executive and Non-Independent Director. Pursuant to Rule 720(6) of the Listing Manual of SGX-ST, detailed information on Ms Sim Wei Ling, Adeline can be found under the "Board of Directors" and "Corporate Governance Report" sections of the Company's Annual Report.
- (ii) Ordinary Resolution 5, Mr Tan Ngiap Siew will, upon re-election as a Director of the Company, remain as an Independent Director, Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. He is considered to be independent pursuant to Rule 704(8) of the Listing Manual of SGX-ST. There are no relationships including immediate family relations between Mr Tan Ngiap Siew and the other Directors or its 10% shareholders. Pursuant to Rule 720(6) of the Listing Manual of SGX-ST, detailed information on Mr Tan Ngiap Siew can be found under the "Board of Directors" and "Corporate Governance Report" sections of the Company's Annual Report.
- (iii) Ordinary Resolution 7, if passed, will authorise and empower the Directors of the Company from the date of the above Meeting until the date of the next Annual General Meeting, to issue further Shares and to make or grant convertible securities convertible into Shares, and to issue Shares in pursuance of such instruments, up to an amount not exceeding in aggregate 50 per cent of the total number of issued Shares excluding treasury shares and subsidiary holdings of which the total number of Shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20 per cent of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company. As at 8 March 2021 (the "**Latest Practicable Date**"), the Company has 8,734,737 treasury shares and no subsidiary holdings.
- (iv) Ordinary Resolution 8, if passed, will renew the Share Purchase Mandate and will authorise the Directors to purchase or otherwise acquire Shares on the terms of the Share Purchase Mandate as set out in the Letter to Shareholders dated 6 April 2021 (the "**Letter**").

The Company may use internal resources and/or external borrowings to finance purchases or acquisitions of its Shares pursuant to the Share Purchase Mandate. The amount of financing required for the Company to purchase or acquire its shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on the number of Shares purchased or acquired and the price at which such Shares were purchased or acquired and whether the Shares purchased or acquired are held in treasury or cancelled.

Based on the number of issued and paid-up Shares as at the Latest Practicable Date and disregarding the Shares held in treasury, the purchase or acquisition by the Company of up to the maximum limit of 10% of its issued Shares will result in the purchase or acquisition of 100,267,213 Shares.

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In the case of Market Purchases by the Company and assuming that the Company purchases or acquires 100,267,213 Shares at the Maximum Price of S\$0.61 for each Share (being the price equivalent to 105% of the Average Closing Price of the Shares for the five consecutive market days on which the Shares were traded on the Main Board of the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 100,267,213 Shares is approximately S\$61,163,000.

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 100,267,213 Shares at the Maximum Price of S\$0.70 for each Share (being the price equivalent to 120% of the Average Closing Price of the Shares for the five consecutive market days on which the Shares were traded on the Main Board of the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 100,267,213 Shares is approximately S\$70,187,049.

The rationale for the authority and the illustrative financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate on the audited consolidated financial statements of the Group for the financial year ended 31 December 2020 are set out in greater detail in the Letter enclosed together with the Annual Report.

Notes relating to measures to minimise the risk of COVID-19:

General

1. 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 AGM is being convened, and will be held, by way of electronic means as part of the Company's efforts to minimise physical interactions and COVID-19 transmission risk.
2. Printed copies of this Notice will not be sent to shareholders. Instead, this Notice will be sent to members by electronic means via publication on the Company's corporate website at <http://investor.hrnetgroup.com/>. This Notice will also be made available on the SGXNet website at <https://www.sgx.com/securities/company-announcements>.
3. Alternative arrangements are put in place to allow shareholders to participate in the AGM proceedings by:
 - (a) watching and/or listening to the AGM proceedings via a Live Webcast (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in Paragraph 4 below;
 - (b) submitting questions ahead of the AGM. Please refer to Paragraphs 11 and 12 below for further details; and
 - (c) voting by proxy at the AGM. Please refer to Paragraphs 7 to 10 below for further details.

Participate in the AGM via live webcast

4. As the AGM will be held by way of electronic means, shareholders will not be able to attend the AGM in person. All shareholders or their corporate representatives (in the case of shareholders which are legal entities) will be able to participate in the AGM proceedings through a live webcast via their mobile phones, tablets or computers, or listen to these proceedings through a live audio feed via telephone ("**Live Webcast**"). To do so, the shareholders are required to pre-register their participation at the AGM ("**Pre-registration**") website at the URL <http://bit.ly/HRnetGroupAGM2021> by **no later than 10.00 a.m. on 18 April 2021 ("**Registration Deadline**")** for verification of their status as shareholders (or the corporate representatives of such shareholders).
5. Upon successful verification, authenticated shareholder or its corporate representative will receive an email **by 10.00 a.m. on 20 April 2021**. The email will contain a link to access the webcast of the AGM proceedings, together with the relevant log in details and instructions, as well as instructions on how to listen to the live audio feed. Shareholders or their corporate representatives must not forward the email to other persons who are not shareholders and who are not entitled to participate in the AGM proceedings. Shareholders (or corporate representatives) who do not receive an email **by 10.00 a.m. on 20 April 2021**, but have pre-registered in accordance with Paragraph 4 above may contact the Share Registrar for assistance via email at RSVP@boardroomlimited.com or alternatively call +65-6536 5355 during office hours on 20 April 2021.
6. Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act) who are not CPF or SRS investors, who wish to participate in the "live" broadcast of the AGM, should approach their relevant intermediary as soon as possible in order to make the necessary arrangements, as they will not be able to pre-register online for the "live" broadcast of the AGM. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/ passport number) to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., via email to RSVP@boardroomlimited.com, **no later than 10.00 a.m. on 18 April 2021**.

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Voting by proxy

7. Shareholders may only exercise their voting rights at the AGM via proxy voting (see paragraphs 8 and 9 below).
8. Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint "Chairman of the Meeting" as their proxy to do so on their behalf. In appointing the Chairman of the AGM as proxy, shareholders must give specific instructions as to voting, or abstention 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.
9. The duly executed proxy form must be submitted in the following manner:
 - (i) if submitted by post, be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623; or
 - (ii) if submitted electronically, be submitted via email to the Company's Share Registrar at RSVP@boardroomlimited.com,in either case, **not less than 72 hours** before the time appointed for the holding of the AGM of the Company i.e. **by 10:00 a.m. on 18 April 2021**.

In view of the current Covid-19 situation, shareholders are strongly encouraged to submit completed proxy forms electronically via email.

10. Shareholders who hold their shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) (including SRS investors and holders under depository agents) and who wish to exercise their votes by appointing the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including their respective SRS approved banks or depository agents) to submit their voting instructions **by 5.00 p.m. on 12 April 2021**, being 7 working days before the date of AGM.

Submission of questions prior to AGM

11. Shareholders may submit questions related to the resolutions to be tabled at the AGM via the pre-registration website at the URL <http://bit.ly/HRnetGroupAGM2021> or by post to the Company's Share Registrar, **by 5.00 p.m. on 15 April 2021**, so that they may be addressed prior to the AGM through publication on SGXNET, or at the AGM. Shareholders will not be allowed to ask questions during the live webcast of the AGM.

Mailing address: Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623

Attention to: HRnetGroup Limited AGM

12. The Company will publish the minutes of the AGM on SGXNet and the Company's website within one month after the date of AGM.

Personal Data Privacy:

By (a) submitting an instrument appointing the "Chairman of the Meeting" as proxy to a vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM in accordance with the Notice, or (b) submitting the pre-registration form in accordance with Paragraph 4 above, 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:

- (i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the "Chairman of the Meeting" as proxy for the AGM (including any adjournment thereof);
- (ii) processing of the pre-registration emails for purposes of granting access to members (or their corporate representatives in the case of members who are legal entities) to view the live webcast of the AGM proceedings and providing viewers with any technical assistance where necessary;
- (iii) addressing selected questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.