



HATTEN LAND LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 199301388D)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hatten Land Limited (the "Company") will be held at 53 Mohamed Sultan Road, Level 2, Singapore 238993 on Thursday, 26 October 2017 at 10.00 a.m. to transact the following purposes:

AS ORDINARY BUSINESS

- To receive and consider the Audited Financial Statements of the Company for the financial year ended 30 June 2017 and the Directors' Statement and the Auditors Report thereon. **(Resolution 1)**
- To declare a Final tax-exempt (one-tier) Dividend of 0.05 cents per ordinary share for the financial year ended 30 June 2017. **(Resolution 2)**
- To re-elect Mr Foo Jong Han, Rey, a Director retiring pursuant to Article 117 of the Company's Constitution, and who being eligible, will offer himself for re-election. **(Resolution 3)**
(Please see Explanatory Note 1)
- To note that Mr Lee Sok Khian, John, a Director retiring pursuant to Article 117, of the Company's Constitution, and has indicated that he does not wish to seek re-election as a Director of the Company.
- To approve the payment of Directors' Fees of S\$159,695.00 for the year ended 30 June 2017. **(Resolution 4)**
(Please see Explanatory Note 2)
- To re-appoint Messrs Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

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

- THE PROPOSED RENEWAL OF THE SHARE ISSUE MANDATE** **(Resolution 6)**
 - That, pursuant to Section 161 of the Companies Act, Chapter 50 (the "Act") and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Trading Limited (the "SGX-ST") ("Catalist Rules"), approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
 - issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
 - make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
 - issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
 - (Notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, Provided always 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) shall not exceed 100% of the Company's issued share capital, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 50% of the issued share capital of the Company, and for the purpose of this resolution, the issued share capital shall be the Company's issued share capital at the time this resolution is passed, after adjusting for:
 - new shares arising from the conversion or exercise of convertible securities, or
 - 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 Part VIII of Chapter 8 of the Catalist Rules of the SGX-ST, and
 - any subsequent bonus issue, consolidation or subdivision of the Company's shares, and
 - such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier." **(Please see Explanatory Note 3)**

8. THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE **(Resolution 7)**

- That for the purposes of the Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire fully-paid ordinary shares in the capital of the Company ("Shares") not exceeding 10% of the issued shares of the Company (excluding treasury shares and subsidiary holdings), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined herein), whether by way of:
 - on-market purchase(s) ("Market Purchase") transacted on the SGX-ST through the ordinary market or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - off-market purchase(s) ("Off-Market Purchase") (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act; and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Act and the Catalist Rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buy-back Mandate");
- as may varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy-back Mandate may be exercised by the Directors 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:-
 - the date on which the next Annual General Meeting of the Company is held or required by law to be held;
 - the date on which the Share Buy-backs are carried out to the full extent mandated;
 - the date on which the authority conferred by the Share Buy-back Mandate is revoked or varied by the Company in general meeting;
- in this Resolution:

"Maximum Price" in relation to a Share to be purchased, means an amount (excluding related expenses of the purchase) not exceeding:-

 - in the case of a Market Purchase, 105% of the Average Closing Price; and
 - in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price;

"Average Closing Price" means the average of the closing market prices of the Shares over the last five Market Days, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase 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 after such five (5) Market Day period;

"day of making of the offer" means the day on which the Company announces its intention to make an offer for Off-Market Purchase, stating the purchase price (which shall not be more than the Maximum Price for 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;

"Market Day" means a day on which SGX-ST is open for trading of securities; and
- 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 necessary or expedient to give effect to the transactions contemplated by this Resolution." **(Please refer to the Appendix for details)**

9. THE PROPOSED ADOPTION OF THE HATTEN LAND LIMITED EMPLOYEE'S SHARE OPTION SCHEME ("HATTEN ESOS") **(Resolution 8)**

- That a share option scheme to be known as the "Hatten ESOS", substantially in the form set out in the rules of the Hatten ESOS, the details and rules, a summary of which is set out in the Appendix to this Notice of Annual General Meeting dated 11 October 2017 (the "Appendix"), under which Options (as defined below) will be granted to selected employees of the Company and its subsidiaries, including Directors of the Company and its subsidiaries, be and is hereby approved and adopted;
- That approval be and is hereby given for the Directors of the Company to:
 - implement and establish the Hatten ESOS;
 - modify and/or amend the Hatten ESOS from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Hatten ESOS and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Hatten ESOS; and
 - offer and grant the right to subscribe for Shares granted pursuant to the rules of the Hatten ESOS ("Options") in accordance with the provisions of the Hatten ESOS (including, subject to the passing of Resolution 9 below, Options over Shares at a discount to the Market Price of a Share) and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the Options under the Hatten ESOS and any other share scheme of the Company, provided that the aggregate number of new Shares to be issued pursuant to the Hatten ESOS shall not exceed 15% of the issued ordinary share capital of the Company (excluding treasury shares and subsidiary holdings) from time to time. **(Please refer to the Appendix for details)**
(Please see Explanatory Note 4)

10. THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS AT A DISCOUNT OF UP TO 20% UNDER THE HATTEN ESOS **(Resolution 9)**

- That subject to and contingent on the passing of Resolution 8, approval be and is hereby given for:
- the maximum discount that may be given under the Hatten ESOS to be up to 20% of the Market Price for the Shares at the time of the grant of the Option; and
 - the Directors to be authorised to offer Options at a maximum discount of up to 20% of the Market Price (as defined in the Appendix) for the Shares at the time of the grant of the Option. **(Please refer to the Appendix for details)**
(Please see Explanatory Note 4)

11. THE PROPOSED ADOPTION OF THE HATTEN LAND LIMITED PERFORMANCE SHARE PLAN ("HATTEN PSP") **(Resolution 10)**

- That a share award scheme to be known as the "Hatten PSP", substantially in the form set out in the rules of the Hatten PSP, the details and rules, a summary of which is set out in the Appendix, under which awards ("Awards") of Shares, their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees of the Company and its subsidiaries, including Directors of the Company and its subsidiaries, be and is hereby approved and adopted;
- The Directors of the Company be and are hereby authorized:
 - To administer the Hatten PSP;
 - To modify and/or amend the Hatten PSP from time to time, provided that such modification and/or amendment is effected in accordance with the provisions of the Hatten PSP and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Hatten PSP;
 - To grant Awards in accordance with the provisions of the Hatten PSP and to allot, issue, transfer and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered pursuant to the vesting of Awards under the Hatten PSP, provided that the aggregate number of Shares to be issued or delivered pursuant to the Hatten PSP and pursuant to all other share option or other share schemes of the Company shall not exceed fifteen per cent (15%) of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) at any time and from time to time;
 - Subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any treasury shares and subsidiary holdings) towards the satisfaction of Awards granted under the Hatten PSP; and
 - To complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorized by this Resolution. **(Please refer to the Appendix for details)**
(Please see Explanatory Note 4)

12. THE PROPOSED RENEWAL OF THE SHAREHOLDER'S MANDATE FOR INTERESTED PERSON TRANSACTIONS **(Resolution 11)**

- That approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules of the SGX-ST for the Group to enter into any of the transactions falling within the types of Interested Person Transactions ("IPTs") (particulars of which are set out in the Appendix) with the Interested Persons in accordance with the guidelines of the Company for IPTs as set out in the Appendix, and subject to the review procedures for such IPTs as set out in the Appendix (the "IPT Mandate");
- That such approval shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company;
- That the Audit and Risk Committee of the Company be and is hereby authorized to take such action as it deems proper in respect of the review procedures for the IPTs and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalist Rules of the SGX-ST which may be prescribed by the SGX-ST from time to time; and
- That the Directors of the Company and each of them be and are hereby authorized to do all such acts and things (including without limitation executing all such documents as may be required) as they may consider expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorized by the IPT Mandate and/or this Resolution. **(Please see Explanatory Note 5)**

BY ORDER OF THE BOARD

Dato' Tan June Teng Colin @ Chen JunTing
Executive Chairman and Managing Director
11 October 2017

Singapore

EXPLANATORY NOTES:

- Mr Foo Jong Han, Rey, upon re-election as a Director of the Company, will remain as the Chairman of the Remuneration Committee and a member of the Audit and Risk Committee and the Nominating Committee. The Board considers Mr Foo to be independent pursuant to Rule 704(7) of the Catalist Rules.
- The sum of S\$159,695.00 comprises the Director's Fees for the period ended 30 June 2017, and is inclusive of the proposed Director's Fees for Goh Ching Lai, Dato' Wong King Kheng, Mr Foo Jong Han Rey, and Anthony Clifford Brown for the period 1 April 2016 to 31 January 2017 as well as the proposed Director's Fee for the Board for the period 24 January 2017 to 30 June 2017.
- Ordinary Resolution 6 proposed in item 7 above is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 100 percent of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 50 percent of the issued share capital 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.
- Ordinary Resolutions 8, 9 and 10, proposed in items 9, 10 and 11 respectively, if passed, will empower the Directors of the Company to, amongst others, establish and implement the Hatten ESOS and Hatten PSP. In accordance with the requirements of Chapter 8 of the Catalist Rules of the SGX-ST, shareholders who are eligible to participate in the Hatten ESOS and Hatten PSP must abstain from voting on Ordinary Resolutions 8, 9 and 10 relating to the Hatten ESOS and Hatten PSP.
- Ordinary Resolution 11 proposed in item 12 above, if passed, will renew the IPT Mandate for certain transactions with the interested persons and empower the Directors of the Company from the date of the above meeting until the date of the next Annual General Meeting to do all acts necessary to give effect to the Directors of the Company from the date of the above meeting until the date of the next Annual General Meeting to do all acts necessary to give effect to the Resolution. This authority will, unless previously revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company. In accordance with the requirements of Chapter 9 of the Catalist Rules of the SGX-ST, Dato' Tan June Teng Colin @ Chen JunTing and Dato' Tan Ping Huang Edwin @ Chen BingHuang being "Interested Person(s)" in relation to the IPT Mandate, will abstain from voting, and will ensure that their respective associates abstain from voting, on Ordinary Resolution 11 relating to the renewal of the IPT Mandate.

NOTES:

- A member of the Company (other than a member who is a relevant intermediary as defined in Note 2 below) shall not be entitled to appoint more than two proxies to attend and vote at the Annual General Meeting on his behalf. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy needs not be a member of the Company.
- Pursuant to Section 181 of the Act, any member who is a relevant intermediary is entitled to appoint one or more proxies to attend and vote at the Annual General Meeting. Relevant intermediary is either:
 - a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
 - a capital markets services licence holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds shares in that capacity; or
 - the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased on behalf of CPF investors.
- A proxy needs not be a member of the Company.
 - The instrument appointing a proxy or proxies shall, in the case of an individual, be signed by the appointor or his attorney, and in case of a corporation, shall be either under the common seal or signed by its attorney or an authorised officer on behalf of the corporation.
 - The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #02-00, Singapore 068898 not later than 72 hours before the time appointed for the Annual General Meeting.

PERSONAL DATA POLICY

Where a member of the Company submits 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.