



**HEETON**

**HEETON HOLDINGS LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 197601387M)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Heeton Holdings Limited (the “**Company**”) will be convened and held on Wednesday, 26 April 2023, at 10.30 a.m. (or as soon as practicably following the conclusion or adjournment of the Company’s annual general meeting to be held on the same day at 10.00 a.m.) at Emerald Suite, Orchid Country Club, 1 Orchid Club Road, Singapore 769162 for the purpose of considering and, if thought fit, passing the following resolution:

*Unless otherwise defined, all capitalised terms used herein shall bear the same meaning as defined in the circular dated 4 April 2023 issued by the Company (the “**Circular**”).*

**ORDINARY RESOLUTION:**

Resolution: The Proposed Adoption of the Share Buy-Back Mandate

That:

(a) for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore (“**Companies Act**”), the listing rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and such other laws and regulations as may for the time being be applicable, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares in the capital of the Company (“**Shares**”) not exceeding in aggregate the Maximum Limit (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 purchase(s) (each a “**On-Market Purchase**”) on the SGX-ST; and/or
- (ii) off-market purchase(s) (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Listing Rules of the SGX-ST (“**Listing Rules**”) and the Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act, the Constitution of the Company and the Listing Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally,

(the “**Share Buy-Back Mandate**”);

(b) the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the Relevant Period and expiring on the earliest of:

- (i) the conclusion of the next annual general meeting of the Company is held or date by which such annual general meeting is required by law to be held; or
- (ii) the date on which the share buy-backs are carried out to the full extent of the Share Buy-Back Mandate; or
- (iii) the date on which the authority conferred in the Share Buy-Back Mandate is varied or revoked by the Company in a general meeting;

(c) for purposes of this ordinary resolution:

**“Maximum Limit”** means ten per cent. (10%) of the total number of issued ordinary shares of the Company as at the date of the passing of this resolution, unless the Company has effected a reduction of the share capital of the Company (other than a reduction by virtue of a share buy-back) in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as hereinafter defined) in which event the issued ordinary shares of the Company shall be taken to be the total number of the issued ordinary shares of the Company as altered by such capital reduction (the total number of ordinary shares shall exclude any ordinary shares that may be held as Treasury Shares by the Company from time to time);

**“Relevant Period”** means the period commencing from the date of the passing of this resolution and expiring on the earliest of the date the next annual general meeting of the Company is held or is required by law to be held, or the date on which the share buy-backs are carried out to the full extent of the Share Buy-Back Mandate, or the date the said mandate is revoked or varied by the Company in a general meeting;

**“Maximum Price”**, in relation to a Share to be purchased or acquired, means the purchase price (excluding 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, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares,

in either case, excluding related expenses of the purchase or acquisition of Shares (the **“Maximum Price”**);

**“Average Closing Price”** means the average of the closing market prices of the Shares traded on the SGX-ST over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed adjusted for any corporate action that occurs during the relevant five (5)-day 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 the purchase of Shares from Shareholders, stating 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;

- (d) the number of Shares which may in aggregate be purchased or acquired by the Company during the Relevant Period shall be subject to the Maximum Limit;
- (e) the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased by the Company, pursuant to the Share Buy-Back Mandate in any manner as they think fit, which is permitted under the Companies Act; and
- (f) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this resolution.

BY ORDER OF THE BOARD

**Hoh Chin Yiep**  
Executive Director & Chief Executive Officer  
4 April 2023

## IMPORTANT NOTES ON THE FORTHCOMING EGM ARRANGEMENTS

1. The members of the Company are invited to attend physically at the EGM. There will be no option for shareholders to participate virtually. Printed copies of this Notice of EGM, the Circular and Proxy Form will not be sent to members. Instead, these documents will be sent to members by electronic means via publication on the Company's website at <http://www.heeton.com/investor-relations/announcements/> and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
2. Members (including Central Provident Fund Investment Scheme investors ("**CPFIS Investors**") and/or Supplementary Retirement Scheme investors ("**SRS Investors**")) may participate in the EGM by:
  - (a) attending the EGM in person;
  - (b) raising questions at the EGM or submitting questions in advance of the EGM; and/or
  - (c) voting at the EGM
    - (i) through themselves personally; or
    - (ii) through their duly appointed proxy(ies).

CPFIS Investors and SRS Investors who wish to vote by proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.30 a.m. on 14 April 2023, being seven (7) working days prior to the date of the EGM.

Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the EGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home and consider appoint a proxy(ies) to attend the Meeting if they are feeling unwell. We encourage members to mask up when attending the EGM.

3. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the EGM. 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 need not be a member of the Company.

Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

4. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) 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:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (b) a person holding a capital market services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
5. A member can appoint the Chairman of the Meeting as his/her/its proxy but this is not mandatory.

If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on,

each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

The Chairman of the Meeting, as proxy, need not be a member of the Company.

6. The instrument appointing a proxy or proxies, duly executed, must be submitted to the Company in the following manner:
  - (a) by depositing a physical copy at the office of the Company at 60 Paya Lebar Road, #08-36 Paya Lebar Square, Singapore 409051; or
  - (b) by sending a scanned PDF copy via email to the Company's Share Registrar at [gpc@mncsingapore.com](mailto:gpc@mncsingapore.com).

In either case, by 10.30 a.m. on 23 April 2023, being no later than 72 hours before the time set for the EGM.

7. The Proxy Form must be executed 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 its attorney or duly authorised officer.

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 Proxy Form.

8. Where the instrument appointing the Chairman of the EGM as proxy is signed by an attorney, the letter or power of attorney or other authority, if any, or a duly certified copy thereof shall (failing previous registration with the Company) be stamped and submitted together with the instrument of proxy, failing which the instrument may be treated as invalid.
9. Members can submit questions related to the resolutions to be tabled for approval at the EGM in advance of the EGM in the following manner by 10.30 a.m. on 14 April 2023:
  - (a) by email to [ir@heeton.com](mailto:ir@heeton.com); or
  - (b) by post to the office of the Company at 60 Paya Lebar Road, #08-36, Paya Lebar Square, Singapore 409051.

The Company will endeavour to address all substantial and relevant questions submitted prior to and/or at the EGM by publishing the responses to such questions on the Company's corporate website and on the SGX website by 20 April 2023 after trading hours.

10. For questions addressed during the EGM, the responses to such questions will be included in the minutes of the EGM which will be published on the Company's corporate website and on the SGX website within three (3) working days after the EGM.

#### **PERSONAL DATA PRIVACY**

"**Personal data**" has the same meaning ascribed to it in the Personal Data Protection Act 2012 of Singapore, which includes name, address, NRIC/passport number of a member and proxy(ies) and/or representative(s) of a member.

By submitting a Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof or submitting any question prior to the EGM in accordance with this Notice of EGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents, advisers or service providers) for the following purposes:

- (i) processing, administration and analysis by the Company (or its agents, advisers or service providers) of Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof;
- (ii) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);
- (iii) addressing substantial and relevant questions related to the resolution to be tabled for approval at the EGM from members received before the EGM and if necessary, following up with the relevant members in relation to such questions; and
- (iv) enabling the Company (or its agents, advisers or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

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(Company Registration No. 197601387M)

## PROXY FORM – EXTRAORDINARY GENERAL MEETING

1. A relevant intermediary may appoint more than two (2) proxies to attend the Extraordinary General Meeting and vote (please see Note 3 for the definition of “**Relevant Intermediary**”).
2. For investors who have used their CPF or SRS monies to buy shares in the Company, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or is purported to be used by them. CPFIS and SRS investors should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies. CPFIS and SRS investors who wish to vote by proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.30 a.m. on 14 April 2023.
3. Please read the notes to the Proxy Form.

I/We, \_\_\_\_\_ NRIC/ Passport/ Co. Reg. No. \_\_\_\_\_  
of \_\_\_\_\_ (Address)  
being a member/members of HEETON HOLDINGS LIMITED (the “**Company**”) hereby appoint:

| Name    | NRIC/Passport No. | Proportion of Shareholdings |   |
|---------|-------------------|-----------------------------|---|
|         |                   | No. of Shares               | % |
| Address |                   |                             |   |

| Name    | NRIC/Passport No. | Proportion of Shareholdings |   |
|---------|-------------------|-----------------------------|---|
|         |                   | No. of Shares               | % |
| Address |                   |                             |   |

or failing the person, or either or both of the persons referred to above, the Chairman of the extraordinary general meeting of the Company (the “**EGM**”) as \*my/our \*proxy/proxies to attend, speak or vote on \*my/our behalf at the EGM to be held at 10.30 a.m. at Emerald Suite, Orchid Country Club, 1 Orchid Club Road, Singapore 769162 and at any adjournment thereof.

(Voting will be conducted by poll. Please indicate with an “X” in the relevant spaces provided if you wish to cast all your shares “For” or “Against” or “Abstain” from voting on the resolutions as set out in the notice of the EGM. If you wish to vote some of your shares “For” and some of your shares “Against”, or “Abstain” from voting some of your shares on the relevant resolution, please insert the relevant number of shares in the relevant spaces. **In the absence of specific directions of a resolution, the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.**)

| Ordinary Resolution  | No. of votes For | No. of votes Against | No. of votes Abstain |
|--|------------------|----------------------|----------------------|
| To approve the Proposed Adoption of the Share Buy-Back Mandate |                  |                      |                      |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

\_\_\_\_\_  
Signature(s) of Member(s) or Common Seal

Total number of Shares

**IMPORTANT: PLEASE READ THE NOTES OVERLEAF**

## Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the EGM. 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 need not be a member of the Company.

Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

3. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) 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:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (b) a person holding a capital markets services licence holder to provide under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; and
  - (c) Central Provident Fund (“CPF”) Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
4. A member can appoint the Chairman of the Meeting as his/her/its proxy but this is not mandatory.

If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

The Chairman of the Meeting, as proxy, need not be a member of the Company.

5. The instrument appointing a proxy or proxies, duly executed, must be submitted to the Company in the following manner:
  - (a) by depositing a physical copy at the office of the Company at 60 Paya Lebar Road, #08-36 Paya Lebar Square, Singapore 409051; or
  - (b) by sending a scanned PDF copy via email to the Company's Share Registrar at [gpc@mncsingapore.com](mailto:gpc@mncsingapore.com),

In either case, by 10.30 a.m. on 23 April 2023, being no later than 72 hours before the time set for the EGM.

6. The Proxy Form must be executed 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 its attorney or duly authorised officer.

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 Proxy Form.

7. Where the instrument appointing the Chairman of the EGM as proxy is signed by an attorney, the letter or power of attorney or other authority, if any, or a duly certified copy thereof shall (failing previous registration with the Company) be stamped and submitted together with the instrument of proxy, failing which the instrument may be treated as invalid.

**General:** The Company shall be entitled to reject an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof if it is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified on the instrument. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof if the member, being the appointer, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

**Personal Data Privacy:** By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, the Member accepts and agrees to the personal data privacy terms set out in the notice of EGM.