**CIRCULAR DATED 1 APRIL 2016**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.**

This Circular is circulated to the Shareholders (as defined in this Circular) of Heatec Jietong Holdings Ltd. (the "**Company**"), together with the annual report of the Company for the financial year ended 31 December 2015 ("**Annual Report**"). The purpose of this Circular is to provide shareholders of the Company ("**Shareholders**") with relevant information pertaining to and to seek Shareholders' approval for the Proposed Grant of Share Options (as defined in this Circular) to be tabled at the Annual General Meeting of the Company to be held on 18 April 2016 at 10 a.m., at 10 Tuas South Street 15, Singapore 637076.

The Notice of the Annual General Meeting ("**Notice of AGM**") and the proxy form are enclosed with the Annual Report.

If you have sold or transferred all your issued and fully paid-up ordinary shares in the capital of the Company, you should immediately forward this Circular, the Notice of AGM and the proxy form to the purchaser or transferee, or the stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular has been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The Sponsor has not independently verified the contents of this Circular. The contact person for the Sponsor is Mr. Tan Chong Huat, Registered Professional, Address: Six Battery Road #10-01 Singapore 049909, Tel: (65) 6381 6757.

This Circular has not been examined or approved by the SGX-ST, and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular. The listing and quotation notice from the SGX-ST is not to be taken as an indication of the merits of the the Proposed Grant of Share Options, the Shares, the Company and/or its subsidiaries.

Terms appearing on the cover of this Circular have the same meanings as defined in this Circular.

HEATEC JIETONG HOLDINGS LTD

# HEATEC JIETONG HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 200717808Z)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO**

**(A) THE PROPOSED GRANT OF SHARE OPTIONS UNDER THE HEATEC EMPLOYEE SHARE SCHEME TO AN ASSOCIATE OF A CONTROLLING SHAREHOLDER; AND**

**(B) THE PROPOSED GRANT OF SHARE OPTIONS UNDER THE HEATEC EMPLOYEE SHARE SCHEME TO THE NON-EXECUTIVE CHAIRMAN OF THE COMPANY.**

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In this Circular, the following definitions shall apply throughout unless the context otherwise requires or otherwise stated:–

| | | |
|---|---|---|
| "AGM" | : | Annual general meeting of the Company to be held on 18 April 2016 |
| "Associate" | : | (a) in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means:<br>(i) his immediate family;<br>(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and<br>(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more.<br>(b) in relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more |
| "Board" | : | The board of Directors as at the date of this Circular |
| "CDP" | : | The Central Depository (Pte) Limited |
| "Circular" | : | This circular to Shareholders dated 1 April 2016 |
| "Companies Act" | : | The Companies Act, Chapter 50 of Singapore, as may be amended or modified from time to time |
| "Company" | : | Heatec Jietong Holdings Ltd. |
| "Controlling Shareholder" | : | a person who:–<br>(a) holds directly or indirectly 15% or more of the total number of issued shares excluding treasury shares in the company. The SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder; or<br>(b) in fact exercises control over a company. |
| "Directors" | : | The directors of the Company as at the date of this Circular |

| | | |
|---|---|---|
| "ESOS Rules" | : | The rules of the Heatec ESOS |
| "Exercise Price" | : | The price at which a Participant shall subscribe for each Share upon the exercise of an option |
| "Group" | : | The Company and its subsidiaries |
| "Heatec ESOS" | : | The Company's employee share option scheme |
| "Latest Practicable Date" | : | 21 March 2016, being the latest practicable date prior to the printing of this Circular |
| "Listing Manual" | : | The listing manual (Section B: Rules of Catalist) of the SGX-ST, as amended or modified from time to time |
| "Market Day" | : | A day on which the SGX-ST is open for trading in securities |
| "Offering Date" | : | The date on which a Share Option is granted |
| "Participant" | : | A holder of a Share Option |
| "Register of Members" | : | Register of members of the Company |
| "Remuneration Committee" | : | A committee comprising Directors of the Company, duly authorised and appointed by the Board to administer the Heatec ESOS |
| "SGX-ST" | : | Singapore Exchange Securities Trading Limited |
| "Share Option" | : | The right to subscribe for Shares granted or to be granted to a Participant pursuant to the Heatec ESOS and for the time being subsisting |
| "Shareholders" | : | The registered holders of Shares, except that where the registered holder is CDP, the term "**Shareholders**" shall, in relation to those Shares, mean the Depositors who have shares entered against their names in the Depository Register |
| "Shares" | : | Ordinary shares in the capital of the Company |
| "subsidiary" or "subsidiaries" | : | Has the meaning ascribed to it in Section 5 of the Companies Act |
| "Substantial Shareholder" | : | A person who has an interest in voting shares in the Company and the total votes attached to which is not less than five per cent. of the total votes attached to all the voting shares in the Company |

**Currencies and Units**

| | | |
|---|---|---|
| "S$" and "cents" | : | Singapore dollars and cents respectively, the lawful currency of the Republic of Singapore |
| "%" or "per cent." | : | Percentage or per centum |

The terms "Depositor", "Depository Agent" and "Depository Register" shall have the meaning ascribed to them respectively in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, Listing Manual or any statutory modification thereof and used in this Circular shall have the same meaning assigned to it under the Companies Act, Listing Manual or any statutory modification thereof, as the case may be.

Any reference to a time of a day in this Circular shall be a reference to Singapore time unless otherwise stated.

Any discrepancies in the tables in this Circular between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them.

# HEATEC JIETONG HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200717808Z)

**Directors:**

Ong Beng Chye *(Non-Executive Chairman)*
Soon Jeffrey *(Executive Director and Chief Executive Officer)*
Seah Kian Peng *(Independent Director)*
Seow Teo Tiew *(Independent Director)*

**Registered Office:**

10 Tuas South Street 15
Singapore 637076

1 April 2016

**To: The Shareholders of Heatec Jietong Holdings Ltd.**

Dear Sir/Madam,

**(A) THE PROPOSED GRANT OF SHARE OPTIONS PURSUANT TO THE HEATEC EMPLOYEE SHARE OPTION SCHEME TO AN ASSOCIATE OF THE CONTROLLING SHAREHOLDER OF THE COMPANY; AND**

**(B) THE PROPOSED GRANT OF SHARE OPTIONS PURSUANT TO THE HEATEC EMPLOYEE SHARE OPTION SCHEME TO THE NON-EXECUTIVE CHAIRMAN OF THE COMPANY.**

## 1. INTRODUCTION

1.1 The Directors refer to (a) the notice of AGM dated 1 April 2016 ("**Notice of AGM**") accompanying the Annual Report, convening the AGM to be held on 18 April 2016 and (b) Resolutions No. 8 to 10 under the heading of "Special Business" set out in the Notice of AGM. The Directors propose to seek Shareholders' approval for the following corporate actions at the AGM:

(a) the proposed grant of Share Options to Soon Jeffrey, the Chief Executive Officer and Executive Director, an associate of the Controlling Shareholder of the Company; and

(b) the proposed grant of Share Options to Ong Beng Chye, the non-executive Chairman of the Company.

(the "**Proposed Grant of Share Options**")

1.2 The purpose of this Circular is to explain the rationale for, and provide Shareholders with the relevant information relating to the Proposed Grant of Share Options, and to seek Shareholders' approval for the ordinary resolutions thereof to be tabled at the AGM.

1.3 The SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

## 2. THE PROPOSED GRANT OF SHARE OPTIONS

### 2.1 Introduction

At an extraordinary general meeting of the Company held on 18 June 2009 ("**2009 EGM**"), the Shareholders approved the adoption of the Heatec ESOS to allow the Company to grant Share Options to participants under the Heatec ESOS at a discount (in accordance with the rules of the Heatec ESOS (the "**ESOS Rules**")). The rationale of the Heatec ESOS and the ESOS Rules were set out in the offer document dated 30 June 2009.

It is proposed that Shareholders' approval be sought at the AGM to grant Share Options to persons eligible to participate in the Heatec ESOS, in recognition of their contributions to the Group, to motivate and incentivise them to perform at their best and remain loyal to the Group, and to align the interest of employees and Directors with the interests of the Shareholders.

Shareholders' approval is also being sought for the grant of Share Options under the Heatec ESOS to Soon Jeffrey, the Executive Chairman and Chief Executive Officer of the Company and to Ong Beng Chye, the Non-Executive Chairman of the Company. Soon Jeffrey is the son of Soon Yeow Kwee Johnny, a Controlling Shareholder of the Company, and is therefore regarded as an Associate of a Controlling Shareholder.

Pursuant to Rule 5.2 of the ESOS Rules, the aggregate number of Shares which may be offered by way of grant of Share Options to Participants who are Associates of Controlling Shareholders under the Heatec ESOS shall not exceed 25% of the total number of Shares available under this Heatec ESOS, and such aggregate number of Shares which may be offered to such Participants under the Heatec ESOS shall have been approved by the independent Shareholders of the Company in a separate resolution. The number of Shares available to each Associate of a Controlling Shareholder shall not exceed 10% of the Shares available under this Heatec ESOS.

Pursuant to Rule 852 of the Listing Manual and Rule 4.2 of the ESOS Rules, a separate resolution must be passed for each Controlling Shareholder and Associate of a Controlling Shareholder and to approve the actual number and terms of Share Options to be granted to that Controlling Shareholder and Associate of a Controlling Shareholder. Accordingly, the Proposed Grant of Share Options to Soon Jeffrey is subject to the approval of independent Shareholders of the Company.

Pursuant to Section 169(1) of the Companies Act, a company shall not at any meeting or otherwise provide emoluments or improve emoluments for a director of a company in respect of his office as such unless the provision is approved by a resolution that is not related to other matters and any resolution passed in breach of this section shall be void. Accordingly, the approval of independent Shareholders is also separately sought at the AGM pursuant to Section 169(1) of the Companies Act for the participation and grant of Share Options to Ong Beng Chye in accordance with the Heatec ESOS.

2.2 **Rationale**

The purpose of the Heatec ESOS is to provide an opportunity for Directors (including non-executive Directors and Independent Directors) and employees of the Group to participate in the equity of the Company so as to motivate them to greater dedication, loyalty and higher standards of performance, and to give recognition to those who have contributed significantly to the growth and performance of the Company and/or the Group.

The Company believes that the Heatec ESOS will strengthen the overall effectiveness of its performance-based compensation schemes in rewarding its employees and Directors and incentivising them to achieve higher performance targets and strive for the long-term prosperity of the Company and/or the Group.

As a safeguard against abuse, only members of the Board and the Remuneration Committee of the Company (sitting as the Committee administering the Heatec ESOS) who are neither Controlling Shareholders nor their Associates will be involved in deliberations in respect of Share Options to be granted to or held by Controlling Shareholders and their Associates and the terms and conditions, including the vesting periods attached to such Share Options.

**(a) Rationale for Proposed Grant of Share Options to Soon Jeffrey, an Associate of the Controlling Shareholder of the Company**

Soon Jeffrey has more than 10 years of experience in the marine, and oil and gas businesses. He is an executive Director and the Chief Executive Officer of the Company and is primarily responsible for the operations and performance of the Group, the charting of corporate directions and strategies, enhancing Shareholders' value and reporting to the Board on the Group's operations and performance.

The Company is of the view that the experience and contribution of Soon Jeffrey will be invaluable to the continued growth of the Company. Participation in the Heatec ESOS would enable the Company to acknowledge Soon Jeffrey's contributions and give recognition to Soon Jeffrey's services as the previous Group Sale & Business Development Director of the Company, where he was responsible for the overall Group sales activities, as well as business development in new markets and industries.

The Proposed Grant of Share Options will also motivate Soon Jeffrey to continue to achieve and maintain a high level of performance as the new Chief Executive Officer of the Company, which is vital to the success of the Group, as well as enhance his long-term commitment to the Group. Accordingly, the Company is of the view that the Proposed Grant of Share Options to Soon Jeffrey, in accordance with the ESOS Rules, is an appropriate long term remuneration strategy which will serve to further align the interests of Soon Jeffrey with the interests of the Shareholders.

**(b) Rationale for Proposed Grant of Share Options to Ong Beng Chye, the Non-Executive Chairman of the Company**

Rule 4.1(i) of the ESOS Rules allows the participation of non-executive and independent Directors of the Company who are not employed by the Company but who nevertheless work closely with the Company and/or are in the position to contribute their experience, knowledge and expertise to the development and success of the Company.

Ong Beng Chye has more than 23 years of experience in areas such as accounting, auditing, public listings, due diligence, mergers and acquisitions, and business advisory. Ong Beng Chye is the Non-Executive Chairman of the Company. Although Ong Beng Chye is not involved in the day-to-day running of the Company, Ong Beng Chye plays an invaluable role in the Company's success by applying his experience, drawing on his knowledge and utilising his expertise for the benefit of the Company.

The Company recognises that the continued contribution and participation of Ong Beng Chye as the Non-Executive Chairman will remain vital in ensuring the continued success and development of the Company.

Accordingly, the Company is of the view that the Proposed Grant of Share Options to Ong Beng Chye, in accordance with the ESOS Rules, is an appropriate long term remuneration strategy which will serve to further align the interests of Ong Beng Chye with the interests of the Shareholders.

2.3 **Terms for the Proposed Grant of Share Options**

2.3.1 The aggregate number of Share Options to be granted under the Proposed Grant of Share Options to Soon Jeffrey and Ong Beng Chye is a total of 4,800,000 Share Options, amounting to 26.02% of the total number of Shares available under the Heatec ESOS.

2.3.2 The details of the Proposed Grant of Share Options to Soon Jeffrey are set out below:

*(a) Date of Grant*

The date of grant of the Proposed Grant of Share Options to Soon Jeffrey will be within one (1) month from the date of the AGM.

*(b) Number of Share Options*

The Company proposes to grant up to 1,800,000 Share Options to Soon Jeffrey, an Associate of a Controlling Shareholder. The exercise price of each Share Option granted to Soon Jeffrey shall be equal to the average of the last dealt price for a Share, as determined by reference to the daily official list published by the SGX-ST, for the 5 consecutive Market Days immediately preceding the Latest Practicable Date.

The Company confirms that:

(i) the aggregate number of Shares proposed to be granted to Soon Jeffrey under the Heatec ESOS pursuant to the Proposed Grant of Share Options and any previous grant of Share Options to Associates of Controlling Shareholders does not exceed 25% of the total number of Shares available under the Heatec ESOS in accordance with Rule 5.2(i) of the ESOS Rules;

(ii) such grant of Share Options to Soon Jeffrey does not exceed 15% of the Shares in the capital of the Company as at the Latest Practicable Date, in accordance with Rule 5.1 of the ESOS Rules; and

(iii) the number of Shares available to Soon Jeffrey, an Associate of a Controlling Shareholder does not exceed 10% of the Shares available under the Heatec ESOS, pursuant to Rule 5.2(ii) of the ESOS Rules.

*(c) Option Period*

Under the ESOS Rules, the 1,800,000 Share Options granted to Soon Jeffrey shall be exercisable, in whole or in part, during the period commencing after the first anniversary of the Offering Date of that Share Option and before the tenth anniversary of such Offering Date.

2.3.3 The details of the Proposed Grant of Share Options to Ong Beng Chye are set out below:

*(a) Date of Grant*

The date of grant of the Proposed Grant of Share Options to Ong Beng Chye will be within one (1) month from the date of the AGM.

*(b) Number of Share Options*

The Company proposes to grant up to 3,000,000 Share Options to Ong Beng Chye.

The exercise price of each Share Option granted to Ong Beng Chye shall be equal to the average of the last dealt prices for a Share, as determined by reference to the daily official list or any other publication published by the SGX-ST, for the 5 consecutive trading days immediately preceding the Offering Date of the Share Option, rounded up to the nearest whole cent, in the event of fractional prices.

The Company confirms that the aggregate number of Shares proposed to be granted to Ong Beng Chye under the Heatec ESOS pursuant to the Proposed Grant of Share Options does not exceed 15% of the Shares in the capital of the Company as at Latest Practicable Date.

*(c) Option Period*

Under the ESOS Rules, the 3,000,000 Share Options granted to Ong Beng Chye shall be exercisable, in whole or in part, during the period commencing after the first anniversary of the Offering Date of that Share Option and before the fifth anniversary of such Offering Date.

2.4 **Potential cost of issuing the Share Options**

Any Share Option granted under the Heatec ESOS would have a fair value. In the event that such Share Options are granted at prices below the fair value of the Share Options, there will be a cost to our Group. The cost to the Group of granting Share Options under the Heatec ESOS is as follows:

(i) the exercise of a Share Option at the Exercise Price would translate into a reduction of the proceeds from the exercise of such Share Option, as compared to the proceeds that

the Group would have received from such exercise had the exercise been made at the prevailing market price of the Shares. Such reduction of the exercise proceeds would represent the monetary cost to the Group; and

(ii) with effect from financial year beginning on or after 1 January 2005, the Singapore Financial Reporting Standard (***FRS***) 102 Share-based Payments will require listed companies to measure equity-settled share-based payments at fair value at the date of grant, which is then expensed off on a straight-line basis over the vesting period.

Details of the number of Share Options granted pursuant to the Heatec ESOS, the number of Share Options exercised and the Exercise Price (as well as any applicable discounts) will be disclosed in the Company's annual report.

The Company has made an application to the SGX-ST for permission to deal in and for quotation of the Shares which may be issued upon the exercise of the Share Options to be granted under the Heatec ESOS.

The approval of the SGX-ST is not to be taken as an indication of the merits of the Proposed Grant of Share Options, the Shares, the Company and/or its subsidiaries.

## 3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

3.1 As at the Latest Practicable Date, the interests of the Directors in the Shares, as recorded in the Register of Directors' Shareholdings and Register of Substantial Shareholders' Shareholdings of the Company maintained pursuant to Sections 164 and 88 of the Companies Act, are as follows:–

| | As at the Latest Practicable Date | | | | After the exercise of Share Options | | | |
|---|---|---|---|---|---|---|---|---|
| | Direct Interest | Deemed Interest | Total Interest | %[1] | Direct Interest | Deemed Interest | Total Interest | %[2] |
| **Directors** | | | | | | | | |
| Ong Beng Chye | 2,148,445 | – | 2,148,445 | 1.75 | 5,148,445 | – | 5,148,445 | 4.03 |
| Soon Jeffrey | 1,100,000 | – | 1,100,000 | 0.89 | 2,900,000 | – | 2,900,000 | 2.27 |
| Seah Kian Peng | – | – | – | – | – | – | – | – |
| Seow Teo Tiew | – | – | – | – | – | – | – | – |
| **Substantial Shareholders (other than Directors)** | | | | | | | | |
| Johnny Soon Yeow Kwee[3] | 24,273,599 | 4,816,078 | 29,089,677 | 23.66 | 24,273,599 | 4,816,078 | 29,089,677 | 22.77 |
| Jimmy Yong Li Vien[4] | 27,214,600 | 4,816,078 | 32,030,678 | 26.05 | 27,214,600 | 4,816,078 | 32,030,678 | 25.07 |
| Yong Yeow Sin[5] | 27,214,599 | 4,816,078 | 32,030,677 | 26.05 | 27,214,599 | 4,816,078 | 32,030,677 | 25.07 |

**Note:–**

(1) Based on 122,959,345 Shares as at the Latest Practicable Date.

(2) Based on 127,759,345 Shares, assuming that (i) 1,800,000 Share Options granted to Soon Jeffrey and (ii) 3,000,000 Share Options granted to Ong Beng Chye are fully exercised.

(3) Mr Johnny Soon Yeow Kwee is deemed to have an interest in the 4,816,078 shares held by his spouse, Madam Jasmine Ow Ah Foong.

(4) Mr Jimmy Yong is deemed to have an interest in the 4,816,078 shares held by his spouse, Madam Ong Ah Mooi.

(5) Mr Yong Yeow Sin is deemed to have an interest in the 4,816,078 shares held by his spouse, Madam Ng Guick Kim.

3.2 None of the Directors or Substantial Shareholders has any interest, direct or indirect, in the Proposed Grant of Share Options (other than through their respective shareholdings in the Company).

## 4. DIRECTORS' RECOMMENDATIONS

As all the Directors of the Company (whether executive or non-executive) are eligible to participate in the Heatec ESOS, they shall abstain from making any recommendation in respect of ordinary resolution 8 relating to the authority to offer and grant options and to allot and issue Shares under the Heatec ESOS at the AGM. The Directors shall also decline to accept the appointment of proxies for any Shareholder to vote in respect of resolution 8 unless the Shareholder concerned shall have given instructions in his proxy form as to the manner in which his votes are to be cast in respect of such resolution.

Save for Soon Jeffrey, the Directors are of the opinion that the grant of Share Options to Soon Jeffrey is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of ordinary resolution 9 relating to the grant of Share Options to Soon Jeffrey at the AGM.

Save for Ong Beng Chye, the Directors are of the opinion that the grant of Share Options to Ong Beng Chye is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of ordinary resolution 10 relating to the grant of Share Options to Ong Beng Chye at the AGM.

Shareholders should also note that the passing of ordinary resolutions 9 and 10 is contingent upon the approval of ordinary resolution 8.

## 5. ABSTENTION FROM VOTING

Shareholders who are also persons eligible to participate in the Scheme should abstain from voting in respect of ordinary resolution 8 relating to the authority to offer and grant options and to allot and issue Shares under the Heatec ESOS at the AGM, and should not accept nominations as proxies or otherwise for voting at the AGM in respect of the said resolution unless specific instructions have been given in the proxy instrument on how the Shareholders wish their votes to be cast for the resolution to be proposed at the AGM.

Soon Jeffrey shall abstain, and undertake to ensure that their associates will also abstain, from voting in respect of ordinary resolutions 8 and 9 relating to the authority to offer and grant options and to allot and issue Shares under the Heatec ESOS and the Proposed Grant of Share Options respectively at the AGM.

Ong Beng Chye shall abstain, and undertake to ensure that their associates will also abstain, from voting in respect of ordinary resolutions 8 and 10 relating to the authority to offer and grant options and to allot and issue Shares under the Heatec ESOS and the Proposed Grant of Share Options respectively at the AGM.

They shall also decline to accept the appointment of proxies for any Shareholder to vote in respect of the said resolution unless the Shareholder concerned shall have given instructions in his proxy form as to the manner in which his votes are to be cast in respect of such resolution.

## 6. ACTION TO BE TAKEN BY SHAREHOLDERS

If a Shareholder is unable to attend the AGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the proxy form attached to the Annual Report in accordance with the instructions printed thereon.

The completion and lodgement of a proxy form by a Shareholder does not preclude him from attending and voting in person at the AGM if he so wishes.

## 7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Grant of Share Options, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

## 8. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company during normal business hours from the date of this Circular up to and including the date of the AGM:–

(a) the Constitution of the Company;

(b) the ESOS Rules; and

(c) the annual report of the Company for the financial year ended 31 December 2015.

Yours faithfully
For and on behalf of the Board of Directors of
**HEATEC JIETONG HOLDINGS LTD.**

Soon Jeffrey
Executive Director and Chief Executive Officer
1 April 2016