HEATEC JIETONG HOLDINGS LTD

HEATEC JIETONG HOLDINGS LTD.
Registration No. 200717808Z
(Incorporated In the Republic of Singapore)

NOTICE OF EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighth Annual General Meeting ("**AGM**") of Heatec Jietong Holdings Ltd. (the "**Company**") will be held at 10, Tuas South Street 15, Singapore 637076 on Friday, 17 April 2015 at 10.00 a.m. for the following purposes:

As Ordinary Business

1. To receive and adopt the Directors' Report and Audited Accounts for the financial year ended 31 December 2014, together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following directors who are retiring by rotation pursuant to Articles 98 and 99 of the Company's Articles of Association and who, being eligible, offer themselves:–

   (i) Mr. Seah Kian Peng **(Resolution 2)**

   Mr. Seah Kian Peng will, upon re-appointment as Director of the Company, remain as the Chairman of the Remuneration Committee and Nominating Committee, as well as a member of the Audit Committee, and will be considered independent for the purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") (the "**Catalist Rules**").

   (ii) Mr. Michael Seow Teo Tiew **(Resolution 3)**

   Mr. Michael Seow Teo Tiew will, upon re-appointment as Director of the Company, remain as the Chairman of the Audit Committee and a member of the Remuneration Committee, and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.
3. To note the retirement of Mr. Jimmy Yong Li Vien retiring pursuant to Article 99 of the Articles of Association of the Company.
4. To note the retirement of Mr. Phillip Lee Soo Hoon retiring pursuant to Article 99 of the Articles of Association of the Company.
5. To approve the payment of directors' fees of S$175,000 payable by the Company for the financial year ended 31 December 2014 (2013: S$175,000). **(Resolution 4)**
6. To re-appoint Deloitte & Touche LLP as Auditors of the Company for the financial year ending 31 December 2015, and to authorise the directors to fix their remuneration. **(Resolution 5)**
7. To transact any other ordinary business that may properly be transacted at an annual general meeting.

As Special Business

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

8. Authority to allot and issue shares **(Resolution 6)**

   That, pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "**Act**") and Rule 806(2) of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:–

   (a) (i) allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

   (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, convertible securities or other instruments convertible into shares;

   at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

   (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,

   provided always that:

   (1) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution does not exceed one hundred per cent. (100%) of the total issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below) or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed, of which the aggregate number of Shares and Instruments to be issued other than on a pro-rata basis to the existing shareholders of the Company does not exceed fifty per cent. (50%) of the total issued Shares (excluding treasury shares) (as calculated in accordance with subparagraph (2) below) or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;

   (2) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of the total issued Shares (excluding treasury shares) shall be based on the total issued Shares, excluding treasury shares, if any, at the time of the passing of this Resolution, after adjusting for:

   (a) new Shares arising from the conversion or exercise of any convertible securities outstanding and/or subsisting at the time this authority is given;

   (b) new Shares arising from the exercise of 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 Part VIII of Chapter 8 of the Catalist Rules; and

   (c) any subsequent bonus issue, consolidation or subdivision of shares;

   (3) in exercising the authority conferred by this Resolution, the Directors shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act, and otherwise, and the Articles of Association for the time being of the Company; and

   (4) (unless revoked or varied by the Company in general meeting), such authority conferred by this Resolution shall continue in full force (i) until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting is required by law to be held, whichever is earlier or (ii) in the case of Shares issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

   [See Explanatory Note]

On Behalf of the Board

Johnny Soon Yeow Kwee
Chairman and CEO

2 April 2015
Singapore

Explanatory Notes

The Ordinary Resolution 6, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM, or the date by which the next AGM is required by law to be held or when varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares (whether by way of rights, bonus or otherwise) and/or convertible securities in the Company. The aggregate number of Shares and/or convertible securities that the Directors may allot and issue under this resolution shall not exceed one hundred per cent (100%) of the total number of issued Shares at the time of the passing of this resolution, of which up to fifty per centum (50%) may be issued other than on a *pro-rata* basis to existing shareholders of the Company.

For the purpose of this resolution, the percentage of issued Shares is based on the Company's total number of issued Shares, excluding treasury shares, at the time this proposed Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.

Notes:

1. A member of the Company entitled to attend and vote at the above AGM may appoint not more than two proxies to attend and vote on his behalf.
2. A proxy need not be a member of the Company and where there is more than one proxy, the proportion (expressed as a percentage of the whole) of his shareholding to be represented by each proxy must be stated.
3. The instrument appointing a proxy must be deposited at the registered office of the Company at 10, Tuas South Street 15, Singapore 637076 not less than 48 hours before the time appointed for holding the AGM.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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.