



YEO HIAP SENG LIMITED



Healthier Lifestyle Through Better Choices

ANNUAL REPORT 2019



YEO HIAP SENG LIMITED

(Incorporated in Singapore)

(Company Registration No. 195500138Z)

24 March 2020

Dear Shareholder

We are pleased to enclose printed copies of the Notice and Proxy Form for Yeo Hiap Seng Limited's ("YHS") upcoming 64th Annual General Meeting to be held on 17 April 2020.

In support of environmental sustainability efforts to conserve natural resources and considering the efficacy of electronic transmission of documents, YHS's Annual Report for the financial year ended 31 December 2019 (inclusive of Sustainability Report) ("**FY2019 Annual Report**") and its Letter to Shareholders dated 24 March 2020 in relation to the proposed renewal of its share purchase mandate will be available for download from YHS's corporate website from the date of this letter.

The FY2019 Annual Report and the Letter to Shareholders dated 24 March 2020 may be accessed at the URL <http://www.yeos.com.sg/investor-relations/annual-reports/>. You will need an internet browser and PDF reader to view these documents.

- The FY2019 Annual Report may be accessed at the above URL by clicking on the hyperlinks for "Annual Report 2019" under the section titled "ANNUAL REPORTS".
- The Letter to Shareholders dated 24 March 2020 may be accessed at the above URL by clicking on the hyperlink "April 2020" under the section titled "LETTER TO SHAREHOLDERS".

Alternatively, you may also access the FY2019 Annual Report and Letter to Shareholders dated 24 March 2020 via Singapore Exchange's website at www.sgx.com.

We sincerely hope that you will join our sustainability efforts and embrace e-communications.

If you wish to receive a printed copy of the FY2019 Annual Report and/or the Letter to Shareholders dated 24 March 2020, please complete and return the Request Form to us, by no later than 8 April 2020.

By completing, signing and returning the Request Form to us, you agree and acknowledge that we and/or our service provider may collect, use and disclose your personal data, as contained in your submitted Request Form or which is otherwise collected from you (or your authorised representative(s)), for the purpose of processing and effecting your request.

Please be reminded that that we will need your/your proxy(ies)' or representative(s)' full name and full NRIC/passport number for verification purposes, and your/your proxy(ies)' or representative(s)' NRIC/passport will need to be produced for sighting at registration at the Annual General Meeting. This is so as to ensure attendance and voting only by verified individuals. We reserve the right to refuse admittance to the Annual General Meeting if we are unable to verify your/your proxy(ies)' or representative(s)' identity accurately.

Yours faithfully
For and on behalf of
Yeo Hiap Seng Limited

Winston Paul Wong Chi Huang
Company Secretary

Measures to Minimise Risk of Coronavirus Disease 2019 (COVID-19)

In view of the evolving COVID-19 situation, the Company reserves the right to take precautionary measures as appropriate (including any precautionary measures as may be required or recommended by government agencies to minimise the risk of spread of COVID-19), in order to minimise any risk to shareholders and others attending the Annual General Meeting. Such measures may include the following:

1. All persons attending the Annual General Meeting undergo a temperature check and sign a health & travel declaration form (which may also be used for the purposes of contact tracing, if required).
2. Any person who has a fever or is exhibiting flu-like symptoms will be declined entry to the Annual General Meeting.

Shareholders and other attendees who are feeling unwell on the date of the Annual General Meeting are advised not to attend the Annual General Meeting. Shareholders and other attendees are also advised to arrive at the Annual General Meeting venue early given that the above-mentioned measures may cause delay in the registration process.

The Company seeks the understanding and cooperation of all shareholders and other attendees to minimise the risk of community spread of COVID-19.



REQUEST FORM

TO: YEO HIAP SENG LIMITED

N.B. Please tick accordingly and return this form to us by 8 April 2020. We regret that we will not be able to process any illegible, incomplete or improperly completed request.

Please send me/us a printed copy of the Annual Report (inclusive of Sustainability Report) for the financial year ended 31 December 2019.

Please send me/us a printed copy of the Letter to Shareholders dated 24 March 2020.

Name(s) of Shareholder(s) : _____

Address : _____

Signature(s): _____ Date: _____

Note: This request is valid for the FY2019 Annual Report and Letter to Shareholders only.



Glue all sides. Do not staple or spot seal.

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**THE COMPANY SECRETARY
YEO HIAP SENG LIMITED**
3 SENOKO WAY
SINGAPORE 758057

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixty-fourth Annual General Meeting of the Company will be held at Antica I & II, Orchard Rendezvous Hotel Singapore, 1 Tanglin Road, Singapore 247905 on Friday, 17 April 2020, at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2019 and the report of the Auditors. **Ordinary Resolution 1**

2. To declare a final tax exempt dividend of \$0.02 per ordinary share and a tax exempt special dividend of \$0.01 per ordinary share for the financial year ended 31 December 2019. **Ordinary Resolution 2**

3. To approve the payment of \$1,054,692 as Directors' fees for the financial year ended 31 December 2019. (2018: \$1,018,000) **Ordinary Resolution 3**

4. (i) To re-elect Ms. Luo Dan, a Director who retires by rotation pursuant to articles 94 and 95 of the Constitution of the Company. **Ordinary Resolution 4**

(ii) To re-elect the following Directors, each of whom retires pursuant to article 100 of the Constitution of the Company:
 - (a) Dr. Lim Su Lin **Ordinary Resolution 5**
 - (b) Mr. Sitoh Yih Pin **Ordinary Resolution 6**
 - (c) Ms. Goi Lang Ling Laureen **Ordinary Resolution 7**

5. To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 8**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

6. That authority be and is hereby given to the Directors of the Company to:

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

NOTICE OF ANNUAL GENERAL MEETING

- (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 or exchangeable 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 the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) 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 50 per cent. of the total number of issued shares, excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company shall 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 (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares, excluding treasury shares and subsidiary holdings, shall be calculated based on the total number of issued shares, excluding treasury shares and subsidiary holdings, at the time that this Resolution is passed, after adjusting for:

NOTICE OF ANNUAL GENERAL MEETING

- (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
- (ii) any subsequent bonus issue, consolidation or subdivision of shares,

and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of 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
- (4) (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.

7. That:

Ordinary Resolution 10

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Cap. 50 (the “Companies Act”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares of the Company (“Shares”) not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) market purchase(s) on the Singapore Exchange Securities Trading Limited (“SGX-ST”) and/or any other stock exchange on which the Shares may for the time being be listed and quoted (“Other Exchange”); and/or

NOTICE OF ANNUAL GENERAL MEETING

- (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) 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 Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and 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 date of the passing of this Resolution and expiring on the earliest of:

- (i) the date on which the next Annual General Meeting of the Company is held;
- (ii) the date by which the next Annual General Meeting of the Company is required by law to be held; and
- (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

- (c) in this Resolution:

"Maximum Limit" means that number of Shares representing 10% of the issued Shares (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST)) as at the date of the passing of this Resolution;

NOTICE OF ANNUAL GENERAL MEETING

“Maximum Price” in relation to a Share to be purchased, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a market purchase of a Share, 105% of the Average Closing Price; and
- (ii) in the case of an off-market purchase of a Share, 120% of the Average Closing Price,

where:

“Average Closing Price” means the average of the closing market prices of the Shares over the last five Market Days on which the Shares were transacted on the SGX-ST or, as the case may be, Other Exchange, before the date of the market purchase or, as the case may be, the date of the making of the offer pursuant to an off-market purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five-day period and the date of the market purchase or, as the case may be, the date of the making of the offer pursuant to an off-market purchase;

“date of the making of the offer” means the date on which the Company makes an offer for the purchase or acquisition 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; and

“Market Day” means a day on which the SGX-ST (or, as the case may be, Other Exchange) is open for trading in securities; and

- (d) 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 executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

NOTICE OF ANNUAL GENERAL MEETING

8. That pursuant to Section 161 of the Companies Act, Cap. 50, authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of shares in the Company as may be required to be allotted and issued pursuant to the Yeo Hiap Seng Limited Scrip Dividend Scheme. **Ordinary Resolution 11**

BY ORDER OF THE BOARD

Winston Paul Wong Chi Huang
Company Secretary

Singapore, 24 March 2020

Notes:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two 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, Cap. 50.

2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 3 Senoko Way, Singapore 758057 not less than 72 hours before the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Personal Data Privacy:

By submitting 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over 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 or service providers), 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 or service providers) 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.

Notice of Books Closure:

Notice is hereby given that the Share Transfer Books and Register of Members of the Company will be closed on 12 May 2020 for the purposes of determining shareholders' entitlements to the proposed final dividend and special dividend.

Duly completed and stamped transfers of the ordinary shares of the Company ("Shares") received by the Company's Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road #03-00 ASO Building, Singapore 048544 up to 5.00 p.m. on 11 May 2020 will be registered before shareholders' entitlements to the final dividend and special dividend are determined.

Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with Shares as at 5.00 p.m. on 11 May 2020 will rank for the proposed final dividend and special dividend.

Subject to shareholders' approval at the Sixty-fourth Annual General Meeting to be held on 17 April 2020, the payment of the final dividend of \$0.02 per Share and special dividend of \$0.01 per Share will be made on 20 May 2020.

Additional information relating to items of Ordinary and Special Business:

Item 4(i) – Dato' Mohamed Nizam bin Abdul Razak, who is an Independent and Non-executive Director, also retires by rotation pursuant to articles 94 and 95 of the Constitution and, although eligible, has indicated that he is not offering himself for re-election. Dato' Nizam's retirement from the Board will take effect upon the conclusion of the Annual General Meeting. Upon retirement, he will cease to be a member of the Audit & Risk Committee and a member of the Nominating Committee.

NOTICE OF ANNUAL GENERAL MEETING

Ordinary Resolution 4 – Subject to her re-election, Ms. Luo Dan, who is an Independent and Non-executive Director, will continue to serve as a member of the Remuneration Committee. Please refer to the sections on “Profile of the Board of Directors”, “Corporate Governance Report” and “Supplemental Information on Director Seeking Re-election” in the Annual Report 2019 for more information on Ms. Luo Dan.

Ordinary Resolution 5 – Dr. Lim Su Lin, who was appointed as a Director on 1 May 2019, holds office until this Annual General Meeting under article 100 of the Constitution of the Company and is eligible for re-election. Subject to her re-election, Dr. Lim Su Lin, who is an Independent and Non-executive Director, will continue to serve as a member of the Nominating Committee. Please refer to the sections on “Profile of the Board of Directors”, “Corporate Governance Report” and “Supplemental Information on New Directors” in the Annual Report 2019 for more information on Dr. Lim Su Lin.

Ordinary Resolution 6 – Mr. Sitoh Yih Pin, who was appointed as a Director on 1 October 2019, holds office until this Annual General Meeting under article 100 of the Constitution of the Company and is eligible for re-election. Subject to his re-election, Mr. Sitoh Yih Pin, who is an Independent and Non-executive Director, will continue to serve as Chairman of the Remuneration Committee and a member of the Audit & Risk Committee. Please refer to the sections on “Profile of the Board of Directors”, “Corporate Governance Report” and “Supplemental Information on New Directors” in the Annual Report 2019 for more information on Mr. Sitoh Yih Pin.

Ordinary Resolution 7 – Ms. Goi Lang Ling Laureen, who was appointed as a Director on 1 October 2019, holds office until this Annual General Meeting under article 100 of the Constitution of the Company and is eligible for re-election. Subject to her re-election, Ms. Goi Lang Ling Laureen, who is an Independent and Non-executive Director, will continue to serve as a member of the Remuneration Committee. Please refer to the sections on “Profile of the Board of Directors”, “Corporate Governance Report” and “Supplemental Information on New Directors” in the Annual Report 2019 for more information on Ms. Goi Lang Ling Laureen.

Ordinary Resolution 9 – If passed, will authorise the Directors from the date of this Annual General Meeting up to the next Annual General Meeting, to issue shares in the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, for such purposes as they consider would be in the interests of the Company, up to a number not exceeding 50 per cent. of the issued shares (excluding treasury shares and subsidiary holdings), of which up to 20 per cent. may be issued other than on a *pro rata* basis to shareholders. The aggregate number of shares which may be issued shall be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time that the Ordinary Resolution is passed, after adjusting for the conversion or exercise of any convertible securities and share options or vesting of share awards that have been issued or granted (provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual) and which are outstanding or subsisting at the time that the Ordinary Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of shares. As at 6 March 2020, the Company did not have treasury shares or subsidiary holdings.

NOTICE OF ANNUAL GENERAL MEETING

Ordinary Resolution 10 – If passed, will empower the Directors to exercise the power of the Company to purchase or acquire its issued ordinary shares, until the date of the next Annual General Meeting. The Company intends to use internal sources of funds, external borrowings, or a combination of internal resources and external borrowings, to finance purchases or acquisitions of its shares. 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, *inter alia*, whether the shares are purchased or acquired out of capital and/or profits of the Company, the aggregate number of shares purchased or acquired, and the consideration paid at the relevant time. Purely for illustrative purposes only, the financial effects of an assumed purchase or acquisition by the Company of 57,991,104 shares on 6 March 2020 representing approximately 10% of the issued shares (excluding treasury shares and subsidiary holdings) as at that date, at a purchase price equivalent to the Maximum Price per share, in the case of a market purchase and an off-market purchase respectively, based on the audited financial statements of the Group and the Company for the financial year ended 31 December 2019 and certain assumptions, are set out in Paragraph 2.7 of the Company's Letter to Shareholders dated 24 March 2020.

Ordinary Resolution 11 – If passed, will authorise the Directors to issue shares in the Company pursuant to the Yeo Hiap Seng Limited Scrip Dividend Scheme to participating shareholders who, in respect of a qualifying dividend, have elected to receive scrip in lieu of the cash amount of that qualifying dividend.

The Company's Annual Report 2019 and Letter to Shareholders dated 24 March 2020 may be accessed at the URL <http://www.yeos.com.sg/investor-relations/annual-reports/>.

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**PROXY FORM
ANNUAL GENERAL MEETING**

YEO HIAP SENG LIMITED

(Registration No: 195500138Z)

(Incorporated in Singapore)

IMPORTANT

1. Relevant intermediaries as defined in Section 181 of the Companies Act, Cap. 50, may appoint more than two proxies to attend, speak and vote at the Annual General Meeting.
2. For CPF/SRS investors who have used their CPF/SRS monies to buy Yeo Hiap Seng Limited shares, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 24 March 2020.

I/We (Name) _____ (NRIC/Passport No./UEN) _____

of (Address) _____

being a member/members of Yeo Hiap Seng Limited (the "**Company**") hereby appoint:

Name	Address	NRIC/ Passport No.	Proportion of Shareholdings	
			No. of Shares	%
and/or (delete as appropriate)				

or failing him/her, the Chairman of the Meeting, as my/our proxy/proxies to attend, speak and vote for me/us on my/our behalf at the Sixty-fourth Annual General Meeting of the Company to be held at Antica I & II, Orchard Rendezvous Hotel Singapore, 1 Tanglin Road, Singapore 247905 on Friday, 17 April 2020 at 3.00 p.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against, or to abstain from voting on, the Resolutions to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the Meeting.

Ordinary Business		For*	Against*	Abstain*
Ordinary Resolution 1	Adoption of Directors' Statement, Audited Financial Statements and Auditors' Report			
Ordinary Resolution 2	Declaration of final dividend and special dividend			
Ordinary Resolution 3	Approval of Directors' fees			
Ordinary Resolution 4	Re-election of Ms. Luo Dan as Director			
Ordinary Resolution 5	Re-election of Dr. Lim Su Lin as Director			
Ordinary Resolution 6	Re-election of Mr. Sitoh Yih Pin as Director			
Ordinary Resolution 7	Re-election of Ms. Goi Lang Ling Laureen as Director			
Ordinary Resolution 8	Re-appointment of KPMG LLP as Auditors and authority for the Directors to fix their remuneration			
Special Business				
Ordinary Resolution 9	Approval of Share Issue Mandate			
Ordinary Resolution 10	Approval of Renewal of Share Purchase Mandate			
Ordinary Resolution 11	Approval of Issue of Shares pursuant to the Yeo Hiap Seng Limited Scrip Dividend Scheme			

* Voting will be conducted by poll. If you wish your proxy to cast all your votes "For" or "Against" a resolution, please tick (✓) in the "For" or "Against" box provided. Alternatively, please indicate the number of votes as appropriate. If you wish your proxy to abstain from voting on a resolution, please tick (✓) in the "Abstain" box provided. Alternatively, please indicate the number of shares that your proxy is directed to abstain from voting.

Dated this _____ day of _____ 2020.

Total number of Shares held	
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Signature(s) of Member(s)/Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF



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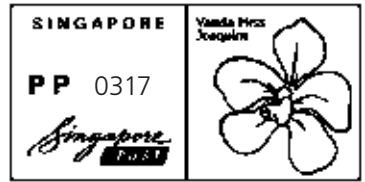


**THE COMPANY SECRETARY
YEO HIAP SENG LIMITED
3 SENOKO WAY
SINGAPORE 758057**

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Notes to Proxy Form:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two 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, Cap. 50.
2. A proxy need not be a member of the Company.
 3. Completion and return of this instrument appointing a proxy or proxies shall not preclude a member from attending, speaking and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the Meeting.
 4. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
 5. The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 3 Senoko Way, Singapore 758057 not less than 72 hours before the time set for the Meeting.
 6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or its duly authorised officer.
 7. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument appointing a proxy or proxies, failing which the instrument may be treated as invalid.
- General**
- The Company shall be entitled to reject an instrument appointing a proxy or proxies which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument appointing a proxy or proxies (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument appointing a proxy or proxies if the member, being the appointor, 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.



www.yeos.com.sg

If undelivered, please return to:

**The Company Secretary
Yeo Hiap Seng Limited**

(Company Registration No.: 195500138Z)

3 Senoko Way, Singapore 758057

Tel: +65 6752 2122 Fax: +65 6752 3122