

**CIRCULAR DATED 5 FEBRUARY 2020**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, financial, tax or other professional adviser immediately.**

If you have sold or transferred all your shares in the capital of Hatten Land Limited (the "Company"), you should immediately forward this Circular, the Notice of Extraordinary General Meeting and the accompanying Proxy Form to the purchaser, transferee or to the bank, stockbroker or other agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst.

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 accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Mr Lance Tan, Senior Vice President, at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.



**HATTEN LAND LIMITED**

(Company Registration Number : 199301388D)  
(Incorporated in the Republic of Singapore)

**CIRCULAR TO SHAREHOLDERS**

In relation to

**THE PROPOSED APPOINTMENT OF BAKER TILLY TFW LLP  
AS NEW AUDITORS**

**IMPORTANT DATES AND TIMES:**

Last date and time for lodgement of Proxy Form	: 17 February 2020 at 9.00a.m.
Date and time of Extraordinary General Meeting	: 20 February 2020 at 9.00a.m.
Place of Extraordinary General Meeting	: 53 Mohamed Sultan Road, Level 2, Singapore 238993

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## DEFINITIONS

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

<b>"AGM"</b>	:	The annual general meeting of the Company held on 23 November 2019
<b>"Audit and Risk Committee"</b>	:	The audit and risk committee of the Company, comprising Mr Wong King Kheng (Chairman), Mr Loh Weng Whye and Mr Foo Jong Han Rey as at the date of this Circular
<b>"ACRA"</b>	:	The Accounting and Corporate Regulatory Authority of Singapore
<b>"Baker Tilly"</b>	:	Baker Tilly TFW LLP
<b>"Board"</b>	:	The board of directors of the Company as at the date of this Circular or from time to time, as the case may be
<b>"Catalist Rules"</b>	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as may be amended, supplemented or modified from time to time
<b>"CDP"</b>	:	The Central Depository (Pte) Limited
<b>"Circular"</b>	:	This circular to Shareholders dated 5 February 2020 in respect of the Proposed Appointment of New Auditors
<b>"Companies Act"</b>	:	The Companies Act, Cap. 50 of Singapore, as may be amended, supplemented or modified from time to time
<b>"Company"</b>	:	Hatten Land Limited
<b>"Director"</b>	:	A director of the Company as at the date of this Circular or from time to time, as the case may be
<b>"EGM"</b>	:	The extraordinary general meeting of the Company to be convened and held, notice of which is set out in this Circular
<b>"EY"</b>	:	Ernst & Young LLP
<b>"Group"</b>	:	The Company and its subsidiaries collectively
<b>"Latest Practicable Date"</b>	:	30 January 2020, being the latest practicable date prior to the printing of this Circular
<b>"Notice of EGM"</b>	:	The notice of EGM which is set out in this Circular
<b>"Proposed Appointment of New Auditors"</b>	:	The proposed appointment of Baker Tilly TFW LLP as auditors of the Company
<b>"Proxy Form"</b>	:	The proxy form in respect of the EGM which is attached to this Circular
<b>"Securities Accounts"</b>	:	The securities accounts maintained by Depositors with CDP, but not including the securities accounts maintained with a Depository Agent
<b>"SFA"</b>	:	The Securities and Futures Act, Cap. 289 of Singapore, as may be amended, supplemented or modified from time to time
<b>"SGX-ST"</b>	:	Singapore Exchange Securities Trading Limited

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## DEFINITIONS

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<b>“Shareholders”</b>	:	The registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited
<b>“Shares”</b>	:	Ordinary shares in the capital of the Company
<b>“Sponsor”</b>	:	UOB Kay Hian Private Limited., the sponsor of the Company
<b>“Substantial Shareholder”</b>	:	A person who has an interest or interests in one or more voting Shares in the Company and the total votes attached to that Share, or those Shares, is not less than 5% of the total votes attached to all the voting Shares in the Company
<b>“%”</b>	:	Per centum or percentage

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the respective meanings ascribed to them in Section 81SF of the SFA, Chapter 289 of Singapore.

The terms **“subsidiary”** and **“related corporations”** shall have the meanings ascribed to them respectively in the Companies Act.

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 **“Rule”** or **“Chapter”** is a reference to the relevant rule or chapter in the Catalist Rules.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, the Catalist Rule or any modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act or the Catalist Rules or any modification thereof, as the case may be.

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

Any discrepancies in tables included in this Circular between the listed amounts and the totals are due to rounding; accordingly, the figures shown as totals in certain tables may not be an aggregation of the figures that precede them.

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## LETTER TO SHAREHOLDERS

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### HATTEN LAND LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number : 199301388D)

#### Directors

Dato' Tan June Teng Colin @ Chen JunTing (Executive Chairman and Managing Director)

Dato' Tan Ping Huang Edwin @ Chen BingHuang (Executive Director and Deputy Managing Director)

Dato' Wong King Kheng (Lead Independent Director)

Mr. Loh Weng Whye (Independent Director)

Mr. Foo Jong Han Rey (Independent Director)

5 February 2020

**To: The Shareholders of Hatten Land Limited**

**Dear Sir/Madam**

#### THE PROPOSED APPOINTMENT OF BAKER TILLY TFW LLP AS NEW AUDITORS

##### 1. INTRODUCTION

###### 1.1 EGM

The Board is convening an EGM to seek Shareholders' approval in relation to the Proposed Appointment of New Auditors

###### 1.2 Circular

The purpose of this Circular is to provide Shareholders with relevant information relating to, and to seek Shareholders' approval for, the Proposed Appointment of New Auditors. Shareholders' approval will be sought at the EGM to be convened and held, notice of which is set out in this Circular.

##### 2. THE PROPOSED APPOINTMENT OF NEW AUDITORS

###### 2.1 Background and rationale for the Proposed Appointment of New Auditors

The former auditors of the Company, EY, retired at the last AGM held on 23 November 2019 and was not re-appointed by the shareholders of the Company as auditors. In connection therewith, the Company is required to appoint new Auditors.

The appointment of Baker Tilly as auditors of the Company will take effect upon approval of the Proposed Appointment of New Auditors by Shareholders at the EGM and, if appointed, Baker Tilly will hold office until the conclusion of the next AGM.

There will be no change in the scope of the audit to be undertaken with the Proposed Appointment of New Auditors.

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## LETTER TO SHAREHOLDERS

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### 2.2 Information on Baker Tilly and the audit engagement partner

*The information on Baker Tilly and the audit engagement partner provided below was provided to the Company by Baker Tilly and its representatives. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.*

About Baker Tilly

Baker Tilly is a firm of Chartered Accountants in Singapore registered with ACRA. It is one of the top 10 largest accounting and business advisory firms in Singapore and has 15 partners and staff strength of about 290. It has significant experience acting as auditors for companies listed on the SGX-ST.

Baker Tilly is an independent member of Baker Tilly International, which is globally the 10 largest accounting and business advisory network by combined revenue and is represented by 160 independent member firms in 145 countries.

For more information about Baker Tilly, please visit its website at <https://www.bakertilly.sg/>.

About the audit engagement partner

Jeremy Chan will be the audit engagement partner assigned to the audit of the Company and its subsidiaries. Mr Chan is a practising member of Institute of Singapore Chartered Accountants and a public accountant registered with ACRA.

Mr Chan has over 18 years of audit experience with international and mid-tier public accounting firms in Singapore and China. His experience in listed companies from various industries includes investment holdings, retails and distributions businesses, construction and engineering. In addition, Mr Chan has been involved in external audits in various industries such as manufacturing, commodities, healthcare, retails, professional firms, transportations and logistics, technologies and researches with operations in various geographical locations including the People's Republic of China, Hong Kong, Taiwan, Thailand, Vietnam, Myanmar, Cambodia, Malaysia and India. He had also been involved in several initial public offerings and due diligence assignments.

Mr Chan passed his last Practice Monitoring Programme review conducted by ACRA in 2016.

### 2.3 Compliance with Rule 712 of the Catalist Rules

Baker Tilly is a professional audit firm registered with the ACRA . The Audit and Risk Committee and the Board, having considered various factors, including but not limited to the adequacy of the resources and experience of Baker Tilly, the audit engagement partner assigned to the audit, Baker Tilly's other audit engagements, the size and complexity of the Group, and the number and experience of supervisory and professional staff to be assigned to the audit, is of the opinion that Baker Tilly will be able to fulfil the audit requirements of the Group and Rules 715(1) and 715(2) of the Catalist Rules.

In accordance with the requirements of Rule 712(3) of the Catalist Rules :

- (i) EY has confirmed to Baker Tilly, via its professional clearance letter dated 31 January 2020 (the "Professional Clearance Letter"), that it is not aware of any professional or other reasons why Baker Tilly should not accept the appointment as auditors of the Company.
- (ii) The Company confirms that there were no disagreements with EY on accounting treatments within the last 12 months up to the Latest Practicable Date;
- (iii) The Company confirms that it is not aware of any circumstances connected with the Proposed Appointment of New Auditors that should be brought to the attention of Shareholders which has not been disclosed in this Circular;

## LETTER TO SHAREHOLDERS

- (iv) The specific reasons for the Proposed Appointment of New Auditors are disclosed in Section 2.1 of this Circular. EY retired at the last AGM held on 23 November 2019 and was not re-appointed by the shareholders of the Company; and
- (v) The Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Baker Tilly as its new auditors.

### 2.4 Compliance with Rule 715 of the Catalist Rules

Upon obtaining Shareholders' approval on the Proposed Appointment of New Auditors, Baker Tilly will be appointed as the auditors of the Company as well as its Singapore-incorporated subsidiaries.

The Company's foreign-incorporated subsidiaries that are incorporated in Malaysia will be audited by an independent member firm of Baker Tilly International for the purposes of preparing the consolidated financial statements of the Group.

### 3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and Substantial Shareholders in the Shares as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
<b>Directors</b>						
Dato' Tan June Teng Colin @ Chen JunTing	-	-	987,091,508	68.81% <sup>1</sup>	987,091,508	68.81% <sup>1</sup>
Dato' Tan Ping Huang	-	-	-	-	-	-
Edwin @ Chen BingHuang	-	-	987,091,508	68.81% <sup>1</sup>	987,091,508	68.81% <sup>1</sup>
Dato' Wong King Kheng	-	-	-	-	-	-
Mr Loh Weng Whye	-	-	-	-	-	-
Mr Foo Jong Han Rey	-	-	-	-	-	-
<b>Substantial Shareholder (other than Directors)</b>						
Hatten Holdings Pte Ltd	937,091,508	65.32%	-	-	937,091,508	65.32%

**Note:**

- (1) Hatten Holdings Pte Ltd is jointly owned by Dato' Tan June Teng Colin @ Chen JunTing and Dato' Tan Ping Huang Edwin @ Chen BingHuang, as such Dato' Tan June Teng Colin @ Chen JunTing and Dato' Tan Ping Huan Edwin @ Chen BingHuang are deemed interested in the shares of the Company held by Hatten Holdings Pte Ltd.

None of the Directors and/or the Substantial Shareholder have any interest, direct or indirect, in the Proposed Appointment of New Auditors other than through their respective shareholdings in the Company.

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## LETTER TO SHAREHOLDERS

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### 4. **AUDIT AND RISK COMMITTEE'S RECOMMENDATION**

The Audit and Risk Committee recommends the appointment of Baker Tilly as the new auditors of the Company, after taking into account, among other things, the suitability and independence of Baker Tilly to meet the audit requirements of the Group, the various factors set out in Section 2 of this Circular and compliance with the requirements of the Catalist Rules.

The Audit and Risk Committee had not considered the Audit Quality Indicators Disclosure Framework (the "**AQI Framework**") in its entirety when selecting the new Auditors as the adoption of the AQI Framework is voluntary. However, the Audit and Risk Committee has based its selection of Baker Tilly as the proposed new Auditors of the Company based on the Company's internal criteria, which includes costs, quality and scope of audit, and adequacy of the resources, experiences and reputation of the audit firm.

### 5. **DIRECTORS' RECOMMENDATION**

The Directors having considered, among other things, the rationale and information relating to the Proposed Appointment of New Auditors as set out in this Circular, and the Audit and Risk Committee's recommendation, are of the opinion that the Proposed Appointment of New Auditors is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the ordinary resolution relating to the Proposed Appointment of New Auditors at the EGM.

### 6. **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 Appointment of New Auditors, 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.

### 7. **EXTRAORDINARY GENERAL MEETING**

The EGM, notice of which is set out in this Circular, will be held at the place and time as set out in the Notice of EGM for the purpose of considering and, if thought fit, passing, with or without any modification, the ordinary resolution relating to the Proposed Appointment of New Auditors set out in the Notice of EGM.

### 8. **ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf, may complete, sign and return the Proxy Form in accordance with the instructions printed thereon as soon as possible and in any event so as to reach the Company's Share Registrar's address at Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) 80 Robinson Road #11-02, Singapore 068898, not less than 72 hours before the time fixed for the EGM. The completion and return of the Proxy Form by a Shareholder will not prevent him/her from attending and voting at the EGM, if he/she wishes to do so, in place of his/her proxy.

Depositors who wish to attend and vote at the EGM, and whose names are shown in the Depository Register of CDP as at a time not less than 72 hours before the time appointed for the EGM supplied by CDP to the Company, may attend as CDP's proxies. Depositors who are individuals and who wish to attend the EGM in person need not take any further action and can attend and vote at the EGM without the lodgement of any Proxy Form.



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## LETTER TO SHAREHOLDERS

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### 9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the registered office of the Company at 53 Mohamed Sultan Road, #04-02, Singapore 238993 from the date of this Circular up to and including the date of the EGM:

- (i) the Constitution of the Company;
- (ii) EY's resignation letter dated 29 January 2020; and
- (iii) Baker Tilly's letter to the Company dated 30 January 2020 in respect of its consent to act as auditors of the Company.

Yours faithfully,  
For and on behalf of the Board of Directors of  
**HATTEN LAND LIMITED**

Dato' Tan June Teng, Colin  
Executive Chairman and Managing Director

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## APPENDIX A

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Building a better  
working world

Ernst & Young LLP  
One Raffles Quay  
North Tower, Level 18  
Singapore 048583

Mailing address:  
Robinson Road  
PO Box 384  
Singapore 900734

Tel: +65 6535 7777  
Fax: +65 6532 7662  
ey.com

Our Ref: ASU-RHC/60490236/LWH

29 January 2020

The Board of Directors  
Hatten Land Limited  
53 Mohamed Sultan Road  
#04-02  
Singapore 238993

Attention : Dato' Colin Tan

### Hatten Land Limited

Dear Sirs:

We should be grateful if you would accept this letter as a formal notice of our desire to resign as auditor of Hatten Land Limited. Accordingly, we withdraw our consent to act in this capacity.

Please send us a copy of the resolution appointing our successor in order to confirm that our duties and obligations as auditor has ceased.

We take this opportunity to thank you for your co-operation and kind support accorded to us during the course of our appointment as auditor of the Company. We wish you the very best in all your future endeavours.

Yours faithfully,

A handwritten signature in black ink that reads "Ernst &amp; Young" in a cursive, stylized font.

LWH:LMY:mm/Resignationltr2020



## HATTEN LAND LIMITED

(Company Registration Number : 199301388D)  
(Incorporated in the Republic of Singapore)

### Notice of Extraordinary General Meeting

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the “EGM”) of **Hatten Land Limited** (the “Company”) will be held at 53 Mohamed Sultan Road, Level 2, Singapore 238993 on 20 February 2020 at 9.00 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolution:

All capitalised terms used in this notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 5 February 2020 (the “Circular”) in relation to the Proposed Appointment of New Auditors.

#### **ORDINARY RESOLUTION: THE PROPOSED APPOINTMENT OF NEW AUDITORS**

##### **That:**

- (i) the appointment of Baker Tilly TFW LLP (“**Baker Tilly**”) as auditors of the Company, with effect from the date of Shareholders’ approval of this ordinary resolution to hold office until the conclusion of the next AGM at such remuneration and on such terms to be agreed between the Directors and Baker Tilly be and is hereby approved; and
- (ii) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Appointment of New Auditors and/or the transactions authorised by this ordinary resolution.

#### **Notes to the Ordinary Resolution**

In accordance with Rule 712(3) of the Catalist Rules:

- (1) EY has confirmed to Baker Tilly, via its Professional Clearance Letter dated 31 January 2020 that it is not aware of any professional or other reasons why Baker Tilly should not accept the appointment as auditors of the Company.
- (2) The Company confirms that there were no disagreements with EY on accounting treatments within the last 12 months up to the Latest Practicable Date;
- (3) The Company confirms that it is not aware of any circumstances connected with the Proposed Appointment of New Auditors that should be brought to the attention of Shareholders which has not been disclosed in the Circular;
- (4) The specific reasons for the Proposed Appointment of New Auditors are disclosed in Section 2.1 of the Circular. EY retired at the last AGM held on 23 November 2019 and was not re-appointed by the shareholders of the Company as auditors; and
- (5) The Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Baker Tilly as its new auditors.

#### **BY ORDER OF THE BOARD**

#### **HATTEN LAND LIMITED**

Dato’ Tan June Teng, Colin @ Chen JunTing  
Executive Chairman and Managing Director

**5 February 2020**

**Notes:**

- (1)
  - (a) A member of the Company who is not a Relevant Intermediary and entitled to attend, speak and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote on his behalf. Where a member appoints more than one (1) proxy, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.
  - (b) A member of the Company who is a Relevant Intermediary and entitled to attend, speak and vote at the EGM is entitled to appoint more than two (2) proxies to attend and vote on his behalf, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where a member appoints more than one (1) proxy, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.
  - (c) "Relevant Intermediary" shall have the same meaning ascribed to it in Section 181 of the Companies Act.
- (2) A proxy need not be a member of the Company.
- (3) The Proxy Form must be deposited at the Share Registration Office of the Company at Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd), 80 Robinson Road #11-02, Singapore 068898, not less than **72 hours** before the time fixed for holding the EGM.
- (4) Where the Proxy Form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

**Personal data privacy:**

By attending the EGM and/or any adjournment thereof and/or submitting the Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (a) 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 and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), and (b) 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 (c) 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.

# HATTEN LAND LIMITED

(Company Registration Number: 199301388D)  
(Incorporated in the Republic of Singapore)

## IMPORTANT

1. Pursuant to Section 181(1C) of the Companies Act, Cap. 50 of Singapore (the "Act"), a Relevant Intermediary may appoint more than two (2) proxies to attend, speak and vote at the Extraordinary General Meeting.
2. For investors who have used their CPF monies to buy shares in the Company ("CPF Investors"), 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.
3. CPF Investors are requested to contact their respective Agent Banks for any queries they may have with regard to their appointment as proxies or the appointment of their Agent Banks as proxies for the Extraordinary General Meeting.

### 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 Extraordinary General Meeting.

\*I/We (Name) \_\_\_\_\_ (NRIC/Passport No.) \_\_\_\_\_

of ( Address) \_\_\_\_\_

being \*a member/members **HATTEN LAND LIMITED** (the "Company"), hereby appoint:

Name	Address	NRIC / Passport Number	Proportion of Shareholdings (%)

\*and/or (delete as appropriate)

Name	Address	NRIC / Passport Number	Proportion of Shareholdings (%)

or failing him/her/them the Chairman of the Extraordinary General Meeting of the Company ("EGM") as my/our proxy/proxies\* to vote for me/us\* on my/our\* behalf at the EGM to be held on 20 February 2020 at 9.00am at 53 Mohamed Sultan Road, Level 2, Singapore 238993 and at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without amendment, the ordinary resolution proposed as indicated hereunder.

No.	ORDINARY RESOLUTION	No. of votes For	No. of votes Against
1.	To approve the Proposed Appointment of New Auditors		

**(Voting will be conducted by poll. If you wish to vote all your shares "For" or "Against" the relevant resolution, please indicate with an "X" in the relevant box provided below. Alternatively, if you wish to vote some of your shares "For" and some of your shares "Against" the relevant resolution, please insert the relevant number of shares in the relevant boxes provided below. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/she/they will on any other matter arising at the EGM.)**

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Total Number of Shares in:	
(a) CDP Register	
(b) Register of Members	

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

\* Delete where inapplicable

**IMPORTANT: Please read notes overleaf**



**Notes:-**

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Act, a member is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where a member appoints more than one (1) proxy, the proportion of his/her concerned shareholding to be represented by each proxy shall be specified in the proxy form.
2. Pursuant to Section 181(1C) of the Act, a member who is a Relevant Intermediary is entitled to appoint more than two (2) 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 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 proxy form.

"Relevant Intermediary" means:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) 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 to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), 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 that subsidiary legislation.
3. A proxy need not be a member of the Company.

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AFFIX  
STAMP

The Company Secretary  
**HATTEN LAND LIMITED**  
c/o Tricor Barbinder Share Registration Services  
(A division of Tricor Singapore Pte. Ltd.)  
80 Robinson Road #11-02  
Singapore 068898

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4. 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 (Chapter 289) of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and registered in your name in the Register of Members, you 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 you.
5. The instrument appointing a proxy or proxies must be deposited at the Share Registration Office of the Company at Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) 80 Robinson Road #11-02, Singapore 068898, not less than 72 hours before the time set for the EGM.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or by his/her 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 a 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 of proxy, failing which the instrument may be treated as invalid.
8. A corporation which is a shareholder of the Company may, in accordance with Section 179 of the Companies Act, (Chapter 50) of Singapore authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM.
9. The Company shall be entitled to reject the instrument appointing a proxy or proxies, if it 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. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies if a shareholder of the Company, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by CDP to the Company.
10. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time set for the EGM.
11. CPF Investors who buy shares in the Company may attend and cast their vote at the EGM in person. CPF Investors who are unable to attend the EGM but would like to vote, may inform CPF Approved Nominees to appoint Chairman of the EGM to act as their proxy, in which case, the CPF Investor shall be precluded from attending the EGM.

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