



HIAP SENG ENGINEERING LTD.
(JUDICIAL MANAGERS APPOINTED)
(Company Registration No. 197100300Z)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “EGM”) of **Hiap Seng Engineering Ltd. (Judicial Managers Appointed)** (the “Company”) will be held by way of electronic means on 13 January 2021 at 2pm 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 29 December 2020 (the “Circular”) in relation to the Proposed Disposal.

Ordinary Resolution: The Proposed Disposal

That:

- (a) the proposed disposal by the Company’s subsidiary Hiap Seng Engineering (Thailand) Co., Ltd., of its office building and factory at 27/58 Moo 8, Bueng, Sriracha, Chonburi 20230, Thailand and the various furniture, office equipment and machinery to a third party purchaser, EG Group Product and Service Company Limited, on the terms and subject to the conditions of sales and purchase agreements dated 8 October 2020 (the “Proposed Disposal”) as a “major transaction” under Chapter 10 of the Singapore Exchange Securities Trading Limited’s Listing Manual be and is hereby approved; and
- (b) the Judicial Managers or, following the expiry or the discharge of the Judicial Management Order, the Directors (as the case may be) and each of them be and are hereby authorised and empowered to complete and do all acts and things, including without limitation, entering into all such transactions, arrangements and agreements and executing all such documents, as they or any of them may in their or his absolute discretion consider necessary, desirable or expedient in connection with the Proposed Disposal and to give effect to this resolution.

BY ORDER OF THE JUDICIAL MANAGERS

Oon Su Sun and Lin Yueh Hung
Joint and Several Judicial Managers
29 December 2020

Notes:

1. Pre-Registration

This EGM is being convened and will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the EGM are set out in the Company’s announcement dated 29 December 2020 which has been uploaded together with this Notice of EGM on SGXNet on the same day.

A member will be able to participate at the EGM by watching the EGM proceedings via a “live” audio visual webcast via mobile phones, tablets or computers or listening to the proceedings through a “live” audio-only feed via telephone. In order to do so, a member must pre-register by 2pm on 11 January 2021, at the URL <http://HSELEGM.availeasemgdwebinar.com> for the Company to authenticate his/her/its status as members. Authenticated members will receive email instructions on how to access the “live” audio-visual webcast and “live” audio-only feed of the proceedings of the EGM by 2pm on 12 January 2021.

Members who do not receive an email by 2pm on 12 January 2021, but have registered by the 2pm on 11 January 2021 deadline, may contact the Company at info@hiapseng.com.

2. Submission of Questions

A member who pre-registers to watch the “live” audio-visual webcast or listen to the “live” audio-only feed may also submit questions related to the resolutions to be tabled for approval at the EGM. To do so, all questions must be submitted by 2pm on 11 January 2021, via the pre-registration website at the URL <http://HSELEGM.availeasemgdwebinar.com>.

Shareholders who are not participating at the EGM can submit questions by email should download, complete and sign the prescribed question form at the URL <http://HSELEGM.availeasemgdwebinar.com>, before sending it to info@hiapseng.com. The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the EGM via SGXNet or during the EGM through the “live” audio-visual webcast and “live” audio-only feed.

3. Submission of Proxy Forms

A member will not be able to vote through the “live” audio-visual webcast or “live” audio-only feed and voting is only through submission of proxy form. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the meeting as his/her/its proxy to vote on his/her/its behalf at the EGM. The proxy form for the EGM can be accessed and made available with this Notice of EGM on SGXNet on the same day.

In appointing the Chairman of the meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment of the Chairman of the meeting as proxy for that resolution will be treated as invalid.

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

The instrument appointing the Chairman of the meeting as proxy must be submitted to the Company’s Share Registrar in the following manner:

- (a) if submitted by post, be lodged at the registered office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623; or
- (b) if by email, be received by hiapsengegm2021@boardroomlimited.com,
in either case, no later than 2pm on 11 January 2021.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

CPF/SRS Investors who wish to exercise their voting rights at the EGM should not submit proxy forms in the manner specified above. Instead, such investors should approach their respective CPF/SRS Operators to submit their votes by 5pm on 4 January 2021 being at least 7 working days before the date of the EGM.

The instrument appointing the Chairman of the meeting as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the meeting as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

The Company shall be entitled to reject the instrument appointing the Chairman of the meeting as proxy 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 in the instrument appointing the Chairman of the meeting as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the meeting as proxy).

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.