HEATEC JIETONG HOLDINGS LTD.

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

NOTICE OF SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventh Annual General Meeting ("**AGM**") of Heatec Jietong Holdings Ltd. (the "**Company**") will be held at 10, Tuas South Street 15, Singapore 637076 on Thursday, 17 April 2014 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 2013, together with the Auditors' Report thereon. **(Resolution 1)**

2. To declare a first and final one-tier tax-exempt dividend of 0.5 Singapore cents per ordinary share for the financial year ended 31 December 2013. **(Resolution 2)**

3. 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. Johnny Soon Yeow Kwee **(Resolution 3)**
   (ii) Mr. Richard Ong Beng Chye **(Resolution 4)**

   Mr. Richard Ong Beng Chye will, upon re-appointment as Director of the Company, remain as a member of the Audit Committee, Nominating Committee and Remuneration 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**").

4. To pass the following Ordinary Resolution pursuant to Section 153(6) of the Companies Act, Cap. 50:- **(Resolution 5)**

   "That pursuant to Section 153(6) of the Companies Act, Cap. 50 of Singapore (the "**Act**"), Mr. Phillip Lee Soo Hoon be re-appointed a Director of the Company to hold office until the next Annual General Meeting."

   [see Explanatory Note (i)]

5. To approve the payment of directors' fees of S$175,000 payable by the Company for the financial year ended 31 December 2013 (2012: S$170,000). **(Resolution 6)**

6. To re-appoint Deloitte & Touche LLP as Auditors of the Company for the financial year ending 31 December 2014, and to authorise the directors to fix their remuneration. **(Resolution 7)**

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 8**)

That, pursuant to section 161 of 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 to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted 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 to be issued other than on a pro-rata basis to the shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) 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 SGXST) for the purpose of determining the aggregate number of Shares 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 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.

[See Explanatory Note (ii)]

9. **Authority to offer and grant options and to allot and issue shares under the Heatec Employee Share Option Scheme** (**Resolution 9)**

That approval be and is hereby given to the directors:-

(i) to offer and grant options from time to time in accordance with the provisions of the Heatec Employee Share Option Scheme (the "**ESOS**");

(ii) pursuant to section 161 of the Act, to allot and issue from time to time such number of shares in the capital of the Company (the "**Scheme Shares"**) as may be required to be issued pursuant to the exercise of options granted under the ESOS, as the case may be, and to do all such acts and things as may be necessary or expedient to carry the same into effect, provided always that the number of Scheme Shares to be issued, when aggregated together with the number of ordinary shares issued and/or issuable pursuant to the Heatec Performance Share Plan and any other existing share schemes of the Company, shall not exceed 15% of the total number of issued shares of the Company (excluding treasury shares) from time to time; and

(iii) (unless revoked or varied by the Company in general meeting), such authority conferred by this Resolution shall continue in full force 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.

[See Explanatory Note (iii)]

10. **Authority to grant awards and to allot and issue shares under the Heatec Performance Share Plan** (**Resolution 10**)

That approval be and is hereby given to the Directors to grant awards from time to time in accordance with the provisions of the Heatec Performance Share Plan (the "**Share Plan**"), and, pursuant to section 161 of the Act, to allot and issue from time to time such number of shares in the capital of the Company (the "**Award Shares**") as may be required to be allotted, issued, and/or delivered pursuant to the vesting of the Award Shares under the Share Plan, provided always that the aggregate number of Award Shares issued and/or issuable pursuant to the Share Plan, when aggregated together with the number of ordinary shares to be allotted and issued pursuant to the Heatec Employee Share Option Scheme and any other existing share schemes of the Company shall not exceed fifteen per cent.

(15%) of the total number of issued shares of the Company (excluding treasury shares) from time to time.

(unless revoked or varied by the Company in general meeting), such authority conferred by this Resolution shall continue in full force 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.

[See Explanatory Note (iv)]

11. **Proposed issuance and allotment of Performance Bonus Shares** (**Resolution 11**)

That approval be and is hereby given to the Directors to issue and allot an aggregate of 1,800,000 ordinary shares representing 1.48% of the issued and paid-up share capital of the Company to 66 employees of the Company and/or its subsidiaries being the performance bonus in lieu of cash for the financial year ended 31 December 2013.

That any of the Directors of the Company be and is hereby authorised and empowered to complete and to do all such acts and things, and to approve, modify, ratify and execute such documents, acts and things as he may consider necessary, desirable and/or expedient to give effect to the resolution set out above.

[See Explanatory Note (v)]

Books Closure Date and Payment Date for First and Final Dividend

Subject to the approval of the shareholders at the Annual General Meeting of the Company to be held on 17 April 2014, a first and final one-tier tax-exempt dividend of 0.5 Singapore cents per ordinary share in respect of the financial year ended 31 December 2013 ("**Dividend**") will be paid on 19 May 2014 to shareholders whose names appear in the Register of Members on 5 May 2014 as at 5.00 p.m..

Accordingly, the Share Transfer Books and Register of Members of the Company will be closed on 5 May 2014 ("**Book Closure Date**") after 5.00 p.m. for the purpose of determining shareholders' entitlement to the proposed Dividend.

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. of 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, up to 5.00 p.m. on 5 May 2014 will be registered to determine shareholders' entitlement to the proposed Dividend. In respect of shares in the securities accounts with The Central Depository (Pte) Limited ("**CDP**"), the proposed Dividend will be paid by the Company to CDP which will distribute the proposed Dividend to holders of the securities accounts. Members whose Securities Accounts with CDP are credited with shares of the Company as at 5.00 p.m. on 5 May 2014 will be entitled to such proposed Dividend. The proposed Dividend, if approved by the shareholders at the Annual General Meeting, will be paid on 19 May 2014.

On Behalf of the Board

Johnny Soon Yeow Kwee
Chairman and CEO
2 April 2014
Singapore

Explanatory Notes

(i) The effect of the Ordinary Resolution 5 proposed in item 4 above is to re-appoint a director who is over 70 years of age.

Mr. Phillip Lee Soo Hoon will, upon re-appointment as Director of the Company, remain as a member of the Audit Committee and the Nominating Committee. He will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

(ii) The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors from the date of the AGM until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in 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. For issue of Shares and/or convertible securities other than on a *pro-rata* basis to all shareholders, the aggregate number of Shares and/or convertible securities to be issued shall not exceed fifty per centum (50%) of the total number of issued Shares.

For the purpose of this resolution, the percentage of issued Shares is based on the Company's issued 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.

(iii) The Resolution 9 proposed in item 9 above, if passed, will empower the Directors, from the date of the AGM until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to offer and grant options under the ESOS (which was approved at the extraordinary general meeting of the Company held on 18 June 2009) and to allot and issue Scheme Shares, pursuant to the exercise of options under the ESOS, provided that the aggregate number of Scheme Shares to be issued under the ESOS and any other existing share incentive schemes of the Company does not exceed fifteen per cent (15%) of the total number of issued Shares (excluding treasury shares) of the Company for the time being.

(iv) The Resolution 10 proposed in item 10, if passed, will empower the Directors, from the date of the AGM until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to offer and grant awards under the Share Plan (which was approved at the extraordinary general meeting of the Company held on 18 June 2009), and to allot and issue Award Shares, pursuant to the vesting of the awards under the Share Plan provided that the aggregate number of Award Shares to be issued under the Share Plan and any other existing share incentive schemes of the Company does not exceed fifteen per cent (15%) of the total number of issued Shares (excluding treasury shares) of the Company for the time being.

(v) Resolution 11, if passed will authorise and empower the Directors of the Company from the date of the AGM to issue and allot an aggregate of 1,800,000 ordinary shares representing 1.48% of the issued and paid-up share capital of the Company **("Performance Bonus Shares")** to the eligible employees of the Company and/or its subsidiaries (the "**Group**"), not being Directors, substantial shareholders or controlling shareholders of the Group or associates of Directors, substantial shareholders or controlling shareholders of the Group, being the performance bonus in lieu of cash for the financial year ended 31 December 2013 and who have been in full time employment of the Group for more than 12 months as at 31 December 2013.

	Categories	No. of employees
1	General Managers	6
2	Managers/ Assistant managers	17
3	Executives/ supervisors	31
4	Supporting staffs	12
	Total	66

The Performance Bonus Shares would provide an opportunity for these employees to participate in the equity of the Company and also to reward, retain and motivate these employees to achieve better performance through increased dedication and loyalty to the Company.

Subject to the approval of shareholders' at the AGM, the Performance Bonus Shares will be allotted to these employees 60 market days after the conclusion of the AGM at the prevailing Market Price.

"Market Price" means that the share price of the Company calculated based on the average of the last dealt prices for shares on the SGX-ST over the five consecutive trading days immediately preceding the date of award of the relevant Performance Bonus Shares as determined by reference to the daily official list or any other publication published by the SGX-ST, rounded to the nearest whole cent in the event of fractional prices.

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.

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

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