

HIAP TONG CORPORATION LTD.Company Registration No. 200800657N
Incorporated in the Republic of Singapore**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Sixth Annual General Meeting of Hiap Tong Corporation Ltd. will be held at Kallang Theatre, Orchid Room (Level 1), Stadium Walk, Singapore 397688 on Thursday, 24 July 2014 at 3.00 p.m. for the purpose of transacting the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Financial Statements for the financial year ended 31 March 2014 together with the Auditors' Report thereon. **Resolution 1**
2. To approve the payment of Directors' fees of up to S\$145,000 for the financial year ending 31 March 2015, to be paid quarterly in arrears. [refer to explanatory note (i)] **Resolution 2**
3. To re-elect the following Directors retiring pursuant to Article 91 of the Company's Articles of Association:
 - (i) Mr Ong Teck Meng **Resolution 3**
 - (ii) Mr Yong Yean Chau [refer to explanatory note (ii)] **Resolution 4**
 - (iii) Mr Ng Sey Ming [refer to explanatory note (iii)] **Resolution 5**
4. To re-appoint KPMG LLP, Public Accountants and Chartered Accountants and to authorise the Directors to fix the Auditors' remuneration. **Resolution 6**
5. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modifications) as Ordinary Resolution:-

6. Authority to allot and issue new shares in the capital of the Company

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("Catalist Rules"), the Directors be and are hereby authorized to: (i) allot and issue shares in the Company ("Shares"), and (ii) issue convertible securities and any Shares pursuant to the conversion of such convertible securities, (whether by way of rights, bonus or otherwise) at any time and from time to time thereafter upon such terms and conditions whether for cash or otherwise and for such purposes and to such persons as the Directors may think fit for the benefit of the Company, provided that the aggregate number of Shares and convertible securities to be issued pursuant to such authority shall not exceed 100% of all the issued capital of the Company and that the aggregate number of Shares to be issued other than on a *pro rata* basis to all shareholders of the Company shall not exceed 50% of the issued share capital of the Company, and unless revoked or varied by the Company in general meeting, such authority shall continue to be in force until the next annual general meeting or the date by which the next general meeting is required by law or by the Articles to be held, whichever is earlier.

For the purposes of this resolution, the percentage of issued share capital shall be based on the Company's issued share capital at the time of the passing of this resolution after adjusting for:-

- (a) New Shares arising from the conversion or exercise of convertible securities;
 - (b) New Shares arising from the exercise of share options or the vesting of shares awards outstanding or subsisting at the time such authority is given, provided the options or awards were granted in compliance with the SGX-ST;
 - (c) Any subsequent consolidation or subdivision of shares.
- [refer to explanatory note (iv)]

By Order of the Board

Lo Swee Oi
Company Secretary
Singapore, 8 July 2014**Explanatory Notes on Resolutions to be passed:**

- (i) The Ordinary Resolution 2 proposed in item 2 above, if passed, will facilitate the payment of Directors' fees during the financial year in which the fees are incurred, that is during the financial year ending 31 March 2015. The amount of Directors' Fees is computed based on the anticipated number of Board Meetings for the financial year ending 31 March 2015, assuming full attendance by all Directors. In the event that the amount proposed is insufficient, approval will be sought at the next Annual General Meeting for payments to meet the shortfall.
- (ii) Mr Yong Yean Chau, the Lead Independent Director, if re-elected, will remain as the Chairman of the Audit Committee and Member of the Remuneration Committee and the Nominating Committee. Mr Yong is considered an Independent Director for purposes of Rule 704(8) of the Catalist Rules. Full particulars on Mr Yong are set out on page 11 of the Annual Report.
- (iii) Mr Ng Sey Ming, if re-elected, will remain as the Chairman of the Nominating Committee and Member of the Remuneration Committee and the Audit Committee. Mr Ng is considered an Independent Director for purposes of Rule 704(8) of the Catalist Rules. Full particulars on Mr Ng are set out on page 12 of the Annual Report.
- (iv) The Ordinary Resolution 7 proposed in item 6 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The aggregate number of Shares (including any Shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution shall not exceed 100% of the total issued Shares (excluding treasury shares), of which the aggregate number of Shares and/or convertible securities other than on a pro-rata basis to all existing shareholders of the Company shall not exceed 50% of the total issued Shares (excluding treasury shares).

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorized officer or attorney.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 22 Soon Lee Road Singapore 628082 not less than forty-eight hours before the time appointed for holding the 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

This notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, CIMB Bank Berhad, Singapore Branch (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), this being the SGX-ST Listing Manual Section B: Rules of Catalist. The Sponsor has not independently verified the contents of this notice.

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

The contact person for the Sponsor is Mr Lim Hoon Khiat, Associate Director, Corporate Finance, CIMB Bank Berhad, Singapore Branch, at 50 Raffles Place, #09-01 Singapore Land Tower, Singapore 048623, Telephone: (65) 6337 5115.