



HAW PAR CORPORATION LIMITED
(Incorporated in the Republic of Singapore)
Company Registration Number: 196900437M

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-first Annual General Meeting (the "51st Annual General Meeting") of Haw Par Corporation Limited (the "Company") will be convened and held by way of electronic means on Wednesday, 10 June 2020 at 12.00 p.m. to transact the following business:

AS ORDINARY BUSINESS

- Resolution 1** To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2019 together with the Auditor's Report thereon.
- Resolution 2** To declare a Second & Final Tax-Exempt Dividend of 15 cents per share for the financial year ended 31 December 2019.
- To re-elect the following Directors, who are retiring by rotation pursuant to Article 94 of the Company's Constitution:
- Resolution 3** Mr Wee Ee-chao
Mr Wee Ee-chao, will upon re-election, continue as the Deputy Chairman of the Board.
- Resolution 4** Mr Gn Hiang Meng
Mr Gn Hiang Meng will, upon re-election, continue as a member of the Audit and Risk Committee. Mr Gn is considered as an independent Director.
- Resolution 5** To approve Directors' fees of up to \$547,000 for the financial year ended 31 December 2019 (2018: \$503,500).
- Resolution 6** To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following as an ordinary resolution:

- Resolution 7** That authority be and is hereby given to the Directors to:
- (i) issue shares 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 share to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures 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
 - (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:
 - 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 fifty per cent (50%) 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 ("Shareholders") (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifteen per cent (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
 - (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (the "SGX-ST")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed after adjusting for any new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of shares;
 - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the listing rules 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
 - (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next Annual General Meeting of the Company or (ii) the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

EXPLANATORY NOTES TO RESOLUTIONS:

- Resolution 2** Together with the interim tax-exempt dividend of 15 cents per share paid on 4 September 2019 and subject to Shareholders' approval of the second & final tax-exempt dividend of 15 cents per share, the total tax-exempt dividend for the financial year ended 31 December 2019 will be 30 cents per share (2018: 30 cents tax-exempt, excluding special tax-exempt dividend of 85 cents).
- Subject to Shareholders' approval of the second & final tax-exempt dividend, the Share Transfer Books and Register of Members of the Company will be closed* on **18 June 2020 at 5.00 p.m.**, and the second & final tax-exempt dividend will be payable on **3 July 2020**.
- * *Duly completed transfers received in respect of ordinary shares of the Company by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623 up to 5.00 p.m. on 18 June 2020 will be registered to determine Shareholders' entitlement to the proposed second & final tax-exempt dividend and Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 18 June 2020 will be entitled to such proposed dividend.*
- Resolution 3** Mr Wee Ee-chao is a non-executive and non-independent Director.
- Resolution 4** Mr Gn Hiang Meng is a non-executive and independent Director and a senior banker with more than 30 years of investment banking and hospitality industry experience.

Mr Han Ah Kuan is also due to retire by rotation at this 51st Annual General Meeting and will not be seeking re-election thereat.

Please refer to the 'Board of Directors' section of the Company's Annual Report 2019 for information on the current directorships in other listed companies and principal commitments of these Directors. The Company's Annual Report 2019 is available at www.hawpar.com/AR2019.

- Resolution 6** The Audit and Risk Committee undertook a review of the fees and expenses of the audit and non-audit services provided by the external auditor, PricewaterhouseCoopers LLP. It assessed whether the nature and extent of the non-audit services might prejudice the independence and objectivity of the external auditor before confirming its re-nomination. It was satisfied that such services did not affect the independence of the external auditor.
- Resolution 7** Resolution 7 is to authorise the Directors to issue shares and to make or grant Instruments (such as warrants, debentures or other securities) convertible into shares, and to issue shares in pursuance of such Instruments from the date of this 51st Annual General Meeting until the date the next Annual General Meeting of the Company is held or required by law to be held, whichever is the earlier, unless such authority is earlier revoked or varied by the Shareholders at a general meeting. The aggregate number of shares which the Directors may issue (including shares to be issued pursuant to convertibles) under Ordinary Resolution 7 must not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) with a sub-limit of fifteen per cent (15%) for issues other than on a pro-rata basis. For Shareholders' information, this fifteen per cent (15%) limit is lower than the twenty per cent (20%) presently permitted under the listing rules of the SGX-ST. For the purpose of determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated as described.

IMPORTANT NOTES FOR MEMBERS

In view of the elevated safe distancing measures imposed by the Singapore Government due to the COVID-19 outbreak, the Company will be conducting the 51st Annual General Meeting wholly by electronic means in accordance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and the Joint Statement of the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation issued on 13 April 2020 (and updated on 27 April 2020) titled "Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period".

Shareholders should take note of the following arrangements for the 51st Annual General Meeting:

- Attendance in Person:** The 51st Annual General Meeting will be conducted only by electronic means and Shareholders will not be able to physically attend the 51st Annual General Meeting. The proceedings of the 51st Annual General Meeting will be broadcast through a "live" webcast (the "Webcast") comprising both video (audio-visual) and audio-only feeds. Please pre-register for the Webcast if you wish to attend the 51st Annual General Meeting.
- Live Audio and Video Webcast:** All Shareholders as well as persons who hold shares through a relevant intermediary (as defined in Section 181 of the Companies Act (Chapter 50)) ("Relevant Intermediary Shareholders") including persons who hold shares through Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS") ("CPF/SRS investors"), and who wish to follow the proceedings of the 51st Annual General Meeting through the Webcast, must **pre-register online at <https://www.meetings.vision/hawpar-agm-registration> by 7 June 2020, 12.00 p.m.** for verification purposes. Following successful verification, details on how to join the Webcast will be sent to you before the 51st Annual General Meeting. Please use the provided access and/or identification credentials to access the Webcast.
The video feed may be accessed online at <https://www.meetings.vision/hawpar-agm-registration>. Authenticated shareholders will receive an email containing the toll free number to call and the conference code to access the audio-only stream of the AGM proceedings. Please contact the Company at agm@hawpar.com if you have queries on the Webcast.
- Submission of Questions:** All Shareholders, and Relevant Intermediary Shareholders (including CPF/SRS investors) will not be able to ask questions "live" via the Webcast. All Shareholders and Relevant Intermediary Shareholders (including CPF/SRS investors) can submit questions relating to the business of the 51st Annual General Meeting **up till 7 June 2020, 12.00 p.m.** (being 72 hours before the time appointed for the holding of the 51st Annual General Meeting) via electronic mail to agm@hawpar.com or by post addressed to 401, Commonwealth Drive #03-03 Haw Par Technocentre Singapore 149598 (Attn: Company Secretary). Questions must reach the e-mail address or address specified in the foregoing not less than 72 hours before the time appointed for the holding of the 51st Annual General Meeting. In view of the current COVID-19 situation, Shareholders are strongly encouraged to submit questions electronically by e-mail. The Company will endeavour to respond to substantial and relevant questions either prior to the 51st Annual General Meeting via an announcement on SGXNET at www.sgx.com and the Company's website at www.hawpar.com/agm2020 or at the 51st Annual General Meeting.
- Voting Solely via Appointing Chairman as Proxy (Submit a Proxy Form):** Shareholders will only be able to vote at the 51st Annual General Meeting by appointing the Chairman as proxy to vote on their behalf. Duly completed Proxy Forms must be deposited with the share registrar (i) via post to 456 Alexandra Road #14-02, Fragrance Empire Building, Singapore 119962 by 7 June 2020 or (ii) via electronic mail to proxyform@trustedservices.com.sg, and must be received by **7 June 2020, 12.00 p.m.** (being 72 hours before the time appointed for the holding of the 51st Annual General Meeting). Proxy Forms can be downloaded from SGXNET at www.sgx.com and the Company's website at www.hawpar.com/agm2020 In the Proxy Form, a Shareholder should specifically direct the proxy on how he/she is to vote for or vote against (or abstain from voting on) the resolutions to be tabled at the 51st Annual General Meeting. If no specific direction as to voting is given, the Chairman of the 51st Annual General Meeting will vote or abstain from voting at his/her discretion. In view of the current COVID-19 situation, Shareholders are strongly encouraged to submit completed Proxy Forms electronically by e-mail.
- Voting by Relevant Intermediary Shareholders (including CPF/SRS investors):** Relevant Intermediary Shareholders who wish to vote should **not** make use of the Proxy Form and should instead approach the respective relevant intermediary as soon as possible to specify voting instructions. CPF/SRS investors who wish to vote should approach their respective CPF Agent Bank/SRS Operator as soon as possible and at least **seven working days** before the AGM (i.e. by **1 June 2020**), to ensure that their votes are submitted.

Documents and information relating to the 51st Annual General Meeting (including the Annual Report and Proxy Form) have been published on SGXNET at www.sgx.com and the Company's website at www.hawpar.com/agm2020. Printed copies will not be sent to Shareholders.

Personal Data Privacy:

Where a member of the Company submits (a) an application to pre-register to participate in the 51st Annual General Meeting via the Webcast, (b) questions relating to the resolutions to be tabled for approval at the 51st Annual General Meeting, and/or (c) a Proxy Form to vote at the 51st Annual General Meeting and/or any adjournment thereof, the member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the 51st Annual General Meeting) for the purposes of (i) verifying the member's information as a Shareholder and processing the member's application to pre-register to participate in the 51st Annual General Meeting via the Webcast and providing the member with any technical assistance where possible, (ii) addressing any selected questions submitted by the member and following up with the member where necessary, and responding to, handling, and processing queries and requests from the member, (iii) the processing, administration and analysis by the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the 51st Annual General Meeting) of the proxy appointed for the 51st Annual General Meeting (including any adjournment thereof), (iv) the preparation, compilation and disclosure (as applicable) of the attendance lists, questions from members and the Company's responses, minutes of meeting and other documents relating to the 51st Annual General Meeting (including any adjournment thereof), and (v) the transmission and recording of the AGM proceedings through the Webcast, and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

As the COVID-19 situation is still evolving, the Company will closely monitor the situation and reserves the right to take further measures or implement other arrangements for the 51st Annual General Meeting as appropriate based on the evolving COVID-19 situation or pursuant to any applicable laws, regulations, directives or guidelines from government agencies or regulatory authorities, including any relevant order published, amended, modified or supplemented after the date of this Notice of Annual General Meeting in relation to the COVID-19 (Temporary Measures) Act 2020 (Act 14 of 2020). In the event that such measures or arrangements are adopted, the Company will make announcements on SGXNET at www.sgx.com and the Company's website at www.hawpar.com/agm2020 as appropriate. Shareholders are advised to check SGXNET and the Company's website regularly for further updates.

By Order of the Board

Lee Kay Swee
Company Secretary
Singapore
20 May 2020