

NOTICE OF ANNUAL GENERAL MEETING

HAW PAR CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
Company Registration Number: 196900437M

Notice is hereby given that the Fifty-Fifth Annual General Meeting (the “**55th AGM**”) of Haw Par Corporation Limited (the “**Company**”) will be held at Parkroyal on Beach Road, Grand Ballroom, Level 1, 7500 Beach Road, Singapore 199591 on Tuesday, 23 April 2024 at 2.00 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 2023 (“**FY2023**”) together with the Auditor’s Report thereon.
- Resolution 2** To declare a One-Tier Tax-Exempt Second and Final Dividend of 20 Singapore cents per ordinary share for FY2023.
- Resolution 3** To re-elect Mr Wee Ee Lim, who is retiring by rotation pursuant to Article 94 of the Company’s Constitution, and who, being eligible, offers himself for re-election.
- Resolution 4** To re-elect Mr Low Weng Keong, who is retiring by rotation pursuant to Article 94 of the Company’s Constitution, and who, being eligible, offers himself for re-election.
- Resolution 5** To re-elect Ms Lee Huey Jee Jenny, who is retiring by rotation pursuant to Article 100 of the Company’s Constitution, and who, being eligible, offers herself for re-election.
- Resolution 6** To approve Directors’ fees of S\$594,092 for FY2023 (FY2022: S\$594,000).
- Resolution 7** 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 8** That authority be and is hereby given to the Directors of the Company to:
- (a) (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 shares 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

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- (b) (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:

- (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 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) does 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);
- (2) (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:
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed, and
 - (ii) any subsequent bonus issue, consolidation or subdivision of shares,and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;
- (3) 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
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

By Order of the Board
Chiew Kun Long, Alvin
Company Secretary
Singapore, 2 April 2024

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EXPLANATORY NOTES TO RESOLUTIONS

Resolution 2 Together with the interim tax-exempt dividend of 20 Singapore cents per ordinary share paid on 7 September 2023 and subject to Shareholders' approval of the proposed One-Tier Tax-Exempt Second and Final Dividend of 20 Singapore cents per ordinary share, the total tax-exempt dividend for FY2023 will be 40 Singapore cents per ordinary share (FY2022: 30 Singapore cents tax-exempt).

Subject to Shareholders' approval of the proposed One-Tier Tax-Exempt Second and Final Dividend, the Share Transfer Books and Register of Members of the Company will be closed* on **6 May 2024 at 5.00 p.m.**, and proposed One-Tier Tax-Exempt Second and Final Dividend will be payable on **21 May 2024**.

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 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632 up to **5.00 p.m. on **6 May 2024** will be registered to determine Shareholders' entitlement to the proposed One-Tier Tax-Exempt Second and Final Dividend and Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at **5.00 p.m.** on **6 May 2024** will be entitled to such proposed dividend.*

Resolution 3 Mr Wee Ee Lim is an Executive and Non-Independent Director.

Resolution 4 Mr Low Weng Keong is a Non-Executive and Independent Director. He will upon re-election, continue as the Chairman of the Audit and Risk Committee. The Board considers Mr Low Weng Keong to be an independent director.

Resolution 5 Ms Lee Huey Jee Jenny is a Non-Executive and Independent Director. The Board considers Ms Lee Huey Jee Jenny to be an independent director.

Please refer to the "Board of Directors" section and "Additional Information on Directors Seeking Re-election" section of the Company's Annual Report 2023 for information on the current directorships in other listed companies and principal commitments of these Directors. The Company's Annual Report 2023 is available at www.hawpar.com/AR2023.

Resolution 7 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.

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Resolution 8 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 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 8 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.

NOTES:

Format of Meeting

- (1) The 55th AGM of the Company will be held, in a wholly physical format, at Parkroyal on Beach Road, Grand Ballroom, Level 1, 7500 Beach Road, Singapore 199591 on Tuesday, 23 April 2024 at 2.00 p.m.. Shareholders, including Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS") investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the AGM by attending the AGM in person. There will be no option for shareholders to participate virtually.

Please note that there will be no food or vouchers at the AGM. Only coffee and tea will be served after the AGM.

Printed copies of this Notice and the Proxy Form relating to the AGM will be sent by post to members. These documents will also be published on the Company's corporate website at <https://www.hawpar.com/agm2024> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.

Appointment of Proxy(ies)

- (2) (a) A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

A member of the Company who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.

- (3) A proxy need not be a member of the Company. A member of the Company may choose to appoint the Chairman of the Meeting as his/her/its proxy.

The instrument appointing a proxy(ies) must be submitted to the Company (i) via post to **401 Commonwealth Drive, #03-03 Haw Par Technocentre, Singapore 149598** or (ii) via electronic mail to **agm@hawpar.com**, and in each case must be received by the Company by **20 April 2024, 2.00 p.m.** (being 72 hours before the time appointed for the holding of the 55th AGM).

The submission of the instrument appointing a proxy(ies) by a member does not preclude him from attending and voting in person at the 55th AGM if the member is able to do so. In such event, the relevant instrument appointing a proxy(ies) will be deemed to be revoked.

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(4) CPF and SRS investors:

- (a) may vote at the 55th AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the 55th AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes **by 5.00 p.m. on 11 April 2024**.

For the avoidance of doubt, CPF and SRS investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the Meeting) to attend, speak and/or vote at the AGM on their behalf.

- (5) Persons who hold the Company's shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), other than CPF and SRS investors, and who wish to participate in the AGM should contact the relevant intermediary through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the 55th AGM.

Submission of Questions

- (6) Shareholders, including CPF and SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the 55th AGM in advance of the AGM:
- (a) Via email to agm@hawpar.com, or
 - (b) By post to 401 Commonwealth Drive #03-03 Haw Par Technocentre Singapore 149598 (Attention: Company Secretary).

When submitting questions via email or by post, shareholders should also provide us with the following details: (i) the shareholder's full name; (ii) the shareholder's address; and (iii) the manner in which the shareholder holds shares in the Company (e.g., CDP, CPF, SRS and/or scrip), for verification purposes.

All questions submitted in advance must be received by **5.00 p.m. on 10 April 2024**.

The Company will address substantial and relevant questions received from shareholders by the 10 April 2024 submission deadline by publishing its responses to such questions on the Company's website at <https://www.hawpar.com/agm2024> and the SGX website at <https://www.sgx.com/securities/company-announcements> by **17 April 2024**. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the AGM) received after the 10 April 2024 submission deadline which have not already been addressed prior to the AGM, as well as those substantial and relevant questions received at the AGM, at the AGM itself. **Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.**

- (7) Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies can also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the 55th AGM, at the AGM itself.

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 (including, but not limited to, name, personal identification number, address, telephone number) by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) 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 update its scrip holders' information (if applicable) and to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes") and acknowledges that photography and video and/or audio recordings may be taken for the purposes of the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting and/or any adjournment thereof, (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 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 (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.