



HONG LAI HUAT GROUP LIMITED

(Incorporated in the Republic of Singapore)

No. 199905292D

逢
來
發
集
團
有
限
公
司

This booklet contains the following:

Notice of Extraordinary General Meeting
Proxy Form
Request Form

HONG LAI HUAT GROUP LIMITED

(Company Registration No. 199905292D)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the Company will be held at Raffles Town Club, 1 Plymouth Avenue Singapore 297753 on Monday, 24 November 2025 at 2.30 p.m. to transact the following businesses as set out below.

ORDINARY RESOLUTION: TO APPROVE THE PROPOSED ADOPTION OF THE MODIFIED SHARE PURCHASE MANDATE

THAT, approval be and is hereby given:

- (a) for the purposes of the Companies Act 1967 of Singapore ("**Companies Act**"), the exercise by the directors of the Company ("**Directors**") of all the powers to purchase or otherwise acquire ordinary shares in the capital of the Company ("**Shares**") not exceeding in aggregate the Maximum Limit (defined below), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (defined below), whether by way of:
 - (i) on-market purchases ("**Market Purchase(s)**") on the Singapore Exchange Securities Trading Limited ("SGX-ST") transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases ("**Off-Market Purchase(s)**") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the directors of the Company as they consider fit, such scheme satisfying all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws, regulations, including but not limited to, the provisions of the Companies Act and the listing manual of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("**Modified Share Purchase Mandate**");

- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Modified Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this resolution relating to the Modified Share Purchase Mandate and expiring on:
 - (i) the date on which the annual general meeting of the Company is held or is required by law to be held;
 - (ii) the date on which the purchase or acquisition of Shares have been carried out to the full extent of the Modified Share Purchase Mandate; or
 - (iii) the date on which the authority conferred by the Modified Share Purchase Mandate is varied or revoked by an ordinary resolution of shareholders of the Company in general meeting,

whichever is the earliest ("**Relevant Period**");

- (c) in this resolution:

"**Average Closing Price**" means the average of the closing market prices of the Shares traded on the SGX-ST over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Day period and the day on which the purchases are made;

“day of the making of the offer” means the date on which the Company makes an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

“Market Day” means a day on which the SGX-ST is open for trading in securities;

“Maximum Limit” means that number of Shares representing not more than 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the resolution passed by Shareholders for the Modified Share Purchase Mandate, unless the Company has, at any time during the Relevant Period, reduced its share capital in accordance with the applicable provisions of the Companies Act, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered after such capital reduction (excluding any treasury shares and subsidiary holdings as may be held by the Company from time to time);

“Maximum Price” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
 - (ii) in the case of an Off-market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price;
- (d) the Directors and each of them be and is hereby authorised to do such acts and things (including without limitation, executing such documents as may be required, approving any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient to give effect to the transactions contemplated and/or authorised by this resolution.

[See Explanatory Note]

BY ORDER OF THE BOARD

Dato' Dr. Ong Bee Huat, PBM
Executive Deputy Chairman and Chief Executive Officer
7 November 2025

Explanatory Notes:

Ordinary resolution, if passed, will empower the Directors during the Relevant Period, to purchase or otherwise acquire, by way of Market Purchases or Off-Market Purchases, up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the resolution passed by Shareholders for the Modified Share Purchase Mandate on the terms of the Modified Share Purchase Mandate as set out in the Circular.

The Company may use internal sources of funds or external borrowings or a combination of both to finance the Company's purchase or acquisition of the Shares pursuant to the Modified Share Purchase Mandate. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this notice of EGM as these will depend on, inter alia, the aggregate number of Shares purchased or acquired, whether the purchase or acquisition is made out of capital or profits, the purchase prices paid for such Shares, the amount (if any) borrowed by the Company to fund the purchases or acquisitions and whether the Shares purchased or acquired are cancelled or held as treasury shares.

Illustrative financial effects of the Modified Share Purchase Mandate based on the audited financial statements of the Company and its subsidiaries for the financial year ended 31 December 2024 and certain assumptions, are set out in Section 3.8 of the Circular.

Notes:

Format of Meeting

1. The EGM will be held in a wholly physical format, at 1 Plymouth Avenue, Singapore 297753, Raffles Town Club, Dunearn Ballroom 1 on 24 November 2025 at 2:30 p.m.. Members, including Central Depository Fund Investment Scheme ("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 EGM by attending the EGM in person. **There will be no option for members to participate virtually.**

Access to Documents

2. Printed copies of this Notice will be sent by post to members of the Company. This Notice and Circular is also published and made available to Members by electronic means on the Company's website at <https://www.honglaihuatgroup.com/announcements-press-release/> and SGXNet at <https://www.sgx.com/securities/company-announcements>.

Submission of Questions

5. **Submission of Questions.** Members, including CPF and SRS investors, can submit substantial and relevant questions related to the resolutions to be tabled for approval at the EGM in advance of the EGM, in the following manner:

- (a) **by post** to the Company's principal place of business at 10 Bukit Batok Crescent #13-05 The Spire Singapore 658079; or
- (b) **by email** to the Company at dylanong@hlh.com.sg.

6. Members are required to provide the Company with the following details when sending in their questions by post or email:

- their full names;
- their full address; and
- the manner in which they hold shares in the Company (e.g., via The Central Depository (Pte) Limited, CPF or SRS).

For submission of questions in advance by members, all questions must be received by 2.30 p.m. on 14 November 2025.

7. **Addressing Questions.** The Company will endeavour to address all substantial and relevant questions which members have submitted in advance by publishing the Company's responses to such questions via SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.honglaihuatgroup.com/announcements-press-release/> by 2.30 p.m. on 19 November 2025. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
8. **Minutes of EGM.** The Company will, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.honglaihuatgroup.com/announcements-press-release/> respectively. The minutes of the EGM will include the responses to substantial and relevant questions from members which are addressed during the EGM.

Appointment of Proxy(ies)

9. A member who is unable to attend the EGM and wishes to appoint proxy(ies) to attend, speak and vote at the EGM on his/her/its behalf should complete, sign and return the Proxy Form in accordance with the instructions printed thereon.
10. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM.

Where such member's Proxy Form appoints more than one (1) proxy, the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy shall be specified in the Proxy Form.

11. A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, 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 Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"Relevant Intermediary" has the meaning ascribed to it in section 181 of the Companies Act 1967 of Singapore.

12. A member who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.
13. A proxy need not to be a member of the Company. A member may choose to appoint the chairman of the EGM ("**Chairman**") as his/her/its proxy.
14. Where a member (whether individual or corporate) appoints a proxy(ies) to attend, speak and vote on his/her/its behalf at the EGM, he/she/it must give specific instructions as to voting for, voting against, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the proxy for that resolution will be treated as invalid.
15. Where a member (whether individual or corporate) appoints the Chairman as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM, he/she/it must give specific instructions as to voting for, voting against, or abstentions from voting, in respect of a resolution in the Proxy Form appointing the Chairman as proxy, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.
16. CPF or SRS investors:
 - (a) may vote at the EGM 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 as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 2.30 p.m. on 13 November 2025, being seven (7) working days before the date of the EGM.
17. The instrument appointing the proxy(ies), together with the letter or power of attorney or other authority under which it is signed or a duly certified copy thereof (if applicable), must be submitted to the Company in the following manner:
 - (a) If submitted by post, be deposited at the Company's Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road #06-03 Robinson 77 Singapore 068896; or
 - (b) if submitted electronically, be received by the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com,in either case not less than forty-eight (48) hours before the time appointed for holding the EGM.

PERSONAL DATA PRIVACY:

By submitting a proxy form appointing proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 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, take-over 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 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.

HONG LAI HUAT GROUP LIMITED

(Company Registration No. 199905292D)
(Incorporated in the Republic of Singapore)

PROXY FORM

EXTRAORDINARY GENERAL MEETING

IMPORTANT NOTES:

(1) This Proxy Form is not valid for use by investors who hold shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), including CPF and SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them.

(2) CPF Investors and SRS Investors (a) may vote at the EGM 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 queries regarding their appointment as proxies; or (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf in which case they should approach their respective CPF Agent Banks and SRS Operators to submit their voting instructions at least seven (7) working days before the EGM (i.e. by 2.30 p.m. on 13 November 2025). Other investors holding shares in the Company through relevant intermediaries who wish to vote should approach their relevant intermediaries as soon as possible to specify voting instructions.

(3) Relevant intermediaries as defined in Section 181 of the Companies Act 1967 may appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting.

PERSONAL DATA PRIVACY:
By submitting this Proxy Form, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 7 November 2025.

I/We _____ (Name) _____ (NRIC/Passport/Co. Reg.No)
of _____ (Address)
being *member/members of HONG LAI HUAT GROUP LIMITED (the “Company”), hereby appoint:

Name	Email Address	NRIC/Passport No.	Proportion of Shareholdings to be represented by proxy (%)	
			No. of Shares	%
Address				

and/or (delete as appropriate)

Name	Email Address	NRIC/Passport No.	Proportion of Shareholdings to be represented by proxy (%)	
			No. of Shares	%
Address				

or failing *him/her/them, or if no person is named above, hereby appoint the Chairman of the Meeting as my/our proxy/proxies, to vote for me/us on my/our behalf at the EGM of the Company to be held at Raffles Town Club, 1 Plymouth Avenue Singapore 297753 on Monday, 24 November 2025 at 2.30 p.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against or abstain from voting on the resolutions to be proposed at the EGM in the spaces provided hereunder. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.

Ordinary resolution relating to	Number of Votes For*	Number of Votes Against*	Number of Votes Abstain*
To approve the proposed adoption of the Modified Share Purchase Mandate			

**Voting will be conducted by poll. If you wish to exercise all your votes “For” or “Against” the relevant resolution or to “Abstain” from voting on the resolution in respect of all your votes, please “√” within the relevant boxes provided. Alternatively, if you wish to exercise some and not all of your votes both “For” and “Against” the relevant resolution and/or to abstain from voting in respect of the relevant resolution, please indicate the number of shares in the boxes provided.*

Dated this _____ day of _____ 2025

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Member(s) or
Common Seal of Corporation

Contact number/email address of Member(s)

*Delete accordingly



Notes:-

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in section 81SF of the Securities and Futures Act 2001), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy shall be deemed to relate to all the shares held by you.
2. A member of the Company who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member's Proxy Form appoints more than one (1) proxy, the proportion of his/her shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.
A member of the Company who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, 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 Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.
"Relevant intermediary" has the meaning ascribed to it in section 181 of the Companies Act 1967 of Singapore.
A member 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 may choose to appoint the Chairman of the EGM as his/her/its proxy.
4. Where a member (whether individual or corporate) appoints a proxy(ies) to attend, speak and vote on his/her/its behalf at the EGM, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the proxy for that resolution will be treated as invalid.
5. Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.
6. A corporation which is a member may also authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with section 179 of the Companies Act 1967.
7. The appointment of a proxy(ies) shall not preclude a member from attending, speaking and voting in person at the EGM. If a member attends the EGM in person, the appointment of a proxy(ies) shall be deemed to be revoked, and the Company reserves the right to refuse to admit such proxy(ies) to the EGM.
8. The instrument appointing a proxy must:
(a) if sent by post, be deposited at the office of the Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road #06-03 Robinson 77 Singapore 068896; or
(b) if submitted by email, be received by the Company's Share Registrar, B.A.C.S Private Limited at main@zicoholdings.com
in either case, not less than forty-eight (48) hours before the time set for the EGM, and in default the instrument of proxy shall not be treated as valid.
9. 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 before scanning and sending it by email to the email address provided above.

FOLD HERE FOR SEALING

PLEASE
AFFIX
POSTAGE
STAMP HERE

HONG LAI HUAT GROUP LIMITED

c/o B.A.C.S. Private Limited
77 Robinson Road
#06-03 Robinson 77
Singapore 068896

FOLD HERE

10. If sent by post, the instrument appointing a proxy(ies) must be under the hand of the appointor or of his/her attorney duly authorized in writing and the instrument appointing the proxy(ies) of a corporation must be executed either under its common seal or under the hand of its attorney or a duly authorized officer.
11. Where an instrument appointing a proxy(ies) is submitted by email, it must be authorized in the following manner:
(a) by way of signature by the appointor or his/her duly authorised attorney or, as the case may be, an officer or duly authorized attorney of a corporation; or
(b) by way of the appointor or his duly authorized attorney or, as the case may be, an officer or duly authorized attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.
Members are strongly encouraged to submit their completed proxy forms electronically via email to ensure that they are received by the Company by the stipulated deadline.
12. Where an instrument appointing a proxy(ies) is signed or, as the case may be, authorized on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument appointing the proxy(ies), failing which the instrument may be treated as invalid.
13. The Company shall be entitled to reject any instrument appointing a proxy(ies) 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 including any related attachment) (such as in the case where the appointor submit more than one instrument appointing his/her/its proxy(ies). In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy(ies) if the member, being the appointor is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy

By submitting an instrument appointing a proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 7 November 2025.

HONG LAI HUAT GROUP LIMITED

(Company Registration No. 199905292D)
(Incorporated in the Republic of Singapore)

REQUEST FORM

7 November 2025

Dear Shareholder/Member

We are pleased to enclose printed copies of Notice and Proxy Form for the upcoming Extraordinary General Meeting (“**EGM**”) of Hong Lai Huat Group Limited (“**HLH**”) to be held on Monday, 24 November 2025 at 2.30 p.m.

The circular to shareholders dated 7 November 2025 (“**Circular**”) is available on HLH’s website at <https://www.honglaihuatgroup.com/announcements-press-release/> from the date of this letter. You will need an internet browser and PDF reader to view these documents.

We sincerely hope that you will join our sustainability efforts and embrace e-communications. If you wish to receive printed copies of the Circular, please complete the Request Form below and return it to us no later than 14 November 2025. Alternatively, you may email to main@zicoholdings.com. All previous requests for the Circular will be disregarded. We regret that incomplete or improperly completed forms will not be processed.

By completing, signing and returning the Request Form to HLH, you agree and acknowledge that we and/or our service provider may collect, use, disclose and retain your personal data, as contained in your submitted Request Form or which is otherwise collected from you and your authorised representative(s), for the purposes of processing and effecting your request.

Yours faithfully
For and on behalf of
Hong Lai Huat Group Limited

Dato’ Dr. Ong Bee Huat, PBM
Executive Deputy Chairman and Chief Executive Officer

Request Form

To: Hong Lai Huat Group Limited

Please send me/us a printed copy of the Circular

Name(s) of Shareholder(s): _____ NRIC/Passport No.: _____

The HLH shares are held by *me/us under or through:

☐ CDP Securities Account No.

1	6	8	1	–					–				
---	---	---	---	---	--	--	--	--	---	--	--	--	--

☐ CPF Investment Scheme (CPFIS) Account

☐ Physical Scripts

Mailing Address: _____

Email (Optional) _____

Signature(s): _____ Date: _____

* Delete where applicable



FOLD HERE FOR SEALING

AFFIX
POSTAGE
STAMP

HONG LAI HUAT GROUP LIMITED

c/o B.A.C.S. Private Limited
77 Robinson Road
#06-03 Robinson 77
Singapore 068896

FOLD HERE

