

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hiap Hoe Limited (the “**Company**”) will be held by way of electronic means on Thursday, 25 June 2020 at 10.30 a.m. for the businesses as set out below.

This Notice has been made available on SGXNet and the Company’s website and may be accessed at the URL <https://www.hiaphoe.com/annual-general-meeting/2020>. A printed copy of this Notice will NOT be despatched to members.

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors’ Report. **(Resolution 1)**
2. To declare a final dividend of 1.00 Singapore cent per ordinary share (tax exempt one-tier) for the financial year ended 31 December 2019 (FY2018: 1.00 Singapore cent per ordinary share). **(Resolution 2)**
3. To re-elect the following Directors of the Company who are retiring pursuant to Regulation 106 of the Constitution of the Company:  
  
Mr Ronald Lim Cheng Aun **(Resolution 3)**  
Mr Koh Kok Heng, Leslie **(Resolution 4)**
4. To approve the payment of Directors’ fees of S\$160,000 for the financial year ended 31 December 2019 (FY2018: S\$160,000). **(Resolution 5)**
5. To appoint Messrs Ernst & Young LLP as the Auditors of the Company in place of the retiring Auditors, Foo Kon Tan LLP, to hold office until the conclusion of the next annual general meeting and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**

### [See Explanatory Note (i)]

6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

## AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

### 7. **Authority to allot and issue new shares and convertible securities**

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in 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) options, 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 of the Company 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 of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (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 shall not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

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- (a) new shares arising from the conversion or exercise of any convertible securities;
- (b) new shares arising from exercising share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
- (c) any subsequent bonus issue, consolidation or subdivision of shares,

Adjustments in accordance with (2)(a) or (2)(b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority 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 earlier.

[See Explanatory Note (ii)]

(Resolution 7)

By Order of the Board

Ong Beng Hong  
Joint Company Secretary  
Singapore, 3 June 2020

### Explanatory Notes:

- (i) Ordinary Resolution 6 proposed in item 5 above is to approve the appointment of Ernst & Young LLP (“**EY**”) as Auditors of the Company in place of the retiring Auditors, Foo Kon Tan LLP (“**FKT**”), and to authorise the Directors to fix their remuneration.

The Company has received the notice of nomination from a shareholder, Hiap Hoe Holdings Pte Ltd, dated 19 March 2020 on the appointment of EY in place of the retiring Auditors, FKT. FKT has served as the External Auditors of the Company and its subsidiaries (the “**Group**”) since 7 September 2015.

The Audit and Risk Committee (“**ARC**”) are of the view that a change of Auditors would be a good corporate governance practice as it would enable the Company to benefit from fresh perspectives. After due deliberation, the Board is of the view that it would be in the interests of the Company to effect a change of Auditors with effect from the financial year ending 31 December 2020. Accordingly, FKT will not be seeking re-appointment at the forthcoming AGM of the Company.

The Board, with the concurrence of the Audit and Risk Committee, are satisfied that EY will be able to meet the audit requirements of the Group after having considered factors such as the adequacy of the resources and experience of EY and the audit engagement partner assigned to the audit, EY’s other audit engagements, the size and complexity of the Group, and the number and experience of supervisory and professional staff who will be assigned to the Group’s audit. EY has given their consent to be appointed as the Auditors, subject to the approval of the shareholders at the Annual General Meeting. Assuming this Ordinary Resolution 6 is approved by the Shareholders, based on information available to the Company as at the date of this Notice of AGM, in compliance with Rule 715 of the Listing Manual of the SGX-ST, it is intended that the Company’s Singapore-incorporated subsidiaries and significant foreign-incorporated subsidiaries shall be audited by EY.

The Directors wish to express their appreciation for the services rendered by FKT in the past. The appointment of EY as Auditors in place of FKT will take effect subject to the approval of the same by the shareholders at the AGM.

In accordance with Rule 1203(5) of the Listing Manual of the SGX-ST:

- (a) the outgoing Auditors, FKT have given their professional clearance to EY and confirmed that they are not aware of any professional reasons why the new Auditors, EY, should not accept appointment as Auditors of the Company;
- (b) the Directors confirm that there were no disagreements with FKT on accounting treatments within the last 12 months;

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- (c) the Directors confirm that they are not aware of any circumstances connected with the proposed change of Auditors that should be brought to the attention of shareholders of the Company;
  - (d) the specific reasons for the proposed change of Auditors has been disclosed above. The proposed change of Auditors is neither due to the resignation of FKT as Auditors of the Company, nor due to FKT declining to stand for re-appointment nor due to the dismissal of FKT as Auditors of the Company; and
  - (e) the Directors confirm that the Company has complied with Rule 712 and Rule 715 of the Listing Manual of the SGX-ST in relation to the proposed appointment of EY.
- (ii) The Ordinary Resolution 7, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for 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 when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

### Notes:

1. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the Annual General Meeting are set out in the Company's announcement dated 3 June 2020 entitled "Important Notice to Shareholders Regarding the Company's Annual General Meeting on 25 June 2020" which has been uploaded together with this Notice of Annual General Meeting on SGXNet on the same day. This announcement may also be accessed at the URL <https://www.hiaphoe.com/annual-general-meeting/2020>.

In particular, the Annual General Meeting will be held by way of electronic means and a member will be able to watch the proceedings of the Annual General Meeting through a "live" webcast via his/her/its mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed via telephone. In order to do so, a member who wishes to watch the "live" webcast or listen to the "live" audio feed must pre-register by 10.30 a.m. on 22 June 2020, at the URL <https://hiaphoelimitedagm2020.livewebinar.tv/>. Following authentication of his/her/its status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the Annual General Meeting by 10.30 a.m. on 24 June 2020. Members who have received the email instructions must not forward the email instructions to other persons who are not members or who are not entitled to attend the AGM. This is to avoid any technical disruption or overload to the "live" webcast or "live" audio feed.

Members may also submit questions related to the resolutions to be tabled for approval at the Annual General Meeting. To do so, all questions must be submitted by 10.30 a.m. on 22 June 2020:

- (a) via the pre-registration website at the URL <https://hiaphoelimitedagm2020.livewebinar.tv/>;
- (b) in hard copy by sending by post and lodging the same at the Registered Office of the Company at 18 Ah Hood Road, #13-51 Hiap Hoe Building At Zhongshan Park, Singapore 329983; or
- (c) by email to [hiaphoe@hiaphoe.com](mailto:hiaphoe@hiaphoe.com).

Members will need to identify themselves when posing questions by email or by mail by providing the following details:

- (a) the member's full name as it appears on his/her/its CDP/CPF/SRS/Scrip-based share records;
- (b) the member's NRIC/Passport/UEN number;

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- (c) the member's contact number and email address; and
- (d) the manner in which the member holds his/her/its Shares in the Company (e.g. via CDP, CPF, SRS or Scrip-based).

The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will address, either before or during the Annual General Meeting, substantial and relevant questions received from members before 10.30 a.m. on 22 June 2020 relating to the resolutions tabled for approval at the Annual General Meeting.

Please note that members will not be able to ask questions at the Annual General Meeting "live" during the webcast and the audio feed, and therefore it is important for members to submit their questions in advance of the Annual General Meeting.

2. **A member will not be able to attend the Annual General Meeting in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the Annual General Meeting, he/she/it must appoint the Chairman of the Annual General Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting.** In appointing the Chairman of the Annual General Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid. The accompanying proxy form for the Annual General Meeting may be accessed at the Company's website at the URL <https://www.hiaphoe.com/annual-general-meeting/2020> and has also been made available on SGXNet.
3. The Chairman of the Annual General Meeting, as proxy, need not be a member of the Company. Where the instrument appointing the Chairman of the Annual General Meeting as proxy is signed on behalf of the appointer by an attorney, the letter or power of attorney or other authority, if any, or a duly certified copy thereof shall (failing previous registration with the Company), if required by law, be stamped and:
  - (a) if sent by post, be deposited at the registered office of the Company at 18 Ah Hood Road, #13-51 Hiap Hoe Building At Zhongshan Park, Singapore 329983; or
  - (b) if submitted by email, be received by the Company at [hiaphoe@hiaphoe.com](mailto:hiaphoe@hiaphoe.com),in either case, not less than 72 hours before the time for holding the Annual General Meeting and in default the instrument of proxy shall not be treated as valid.

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.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**
4. The instrument appointing the Chairman of the Annual General Meeting as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Annual General Meeting as proxy is executed by a Company, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
5. In the case of a member whose shares are entered against his/her/its name in the Depository Register, the Company may reject any instrument appointing the Chairman of the Annual General Meeting as proxy lodged if such member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at

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72 hours before the time appointed for holding the Annual General Meeting as certified by the The Central Depository (Pte) Limited to the Company.

6. Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore), including CPF and SRS investors, and who wish to participate in the Annual General Meeting (“**Relevant Intermediary Participants**”) by (a) observing and/or listening to the Annual General Meeting proceedings via the “live” webcast or the “live” audio feed in the manner provided in Note 1 above; (b) submitting questions in advance of the Annual General Meeting in the manner provided in Note 1 above; and/or (c) appointing the Chairman of the Annual General Meeting as proxy to attend, speak and vote on their behalf at the Annual General Meeting, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the Annual General Meeting. CPF or SRS investors who wish to appoint the Chairman of the Annual General Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.30 a.m. on 15 June 2020.
7. The Annual Report for the financial year ended 31 December 2019 may be accessed at the Company’s website at the URL <https://www.hiaphoe.com/annual-reports> , under “Annual Report 2019”, and have also been made available on SGXNet.

### **Personal data privacy:**

By attending the Annual General Meeting and/or any adjournment thereof or submitting an instrument appointing the Chairman of the Annual General Meeting as proxy to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof or submitting any details of the Relevant Intermediary Participants in connection with the Annual General Meeting, 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, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Annual General Meeting as proxy 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 or service providers) 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 Relevant Intermediary Participants to the Company (or its agents or service providers), the member has obtained the prior consent of such Relevant Intermediary Participants for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such Relevant Intermediary Participants 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.