

# 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 an Extraordinary General Meeting (“**EGM**” or “**Meeting**”) of Hong Lai Huat Group Limited (“**Company**”) will be held at 1 Plymouth Avenue, Singapore 297753, Raffles Town Club, Dunearn Ballroom 1 on 20 May 2024 at 10.30 a.m. for the following purposes of considering and, if thought fit, passing with or without amendments, the Resolutions as set out below (“**Notice**”).

*All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the circular dated 3 May 2024 (“**Circular**”) to shareholders of the Company (“**Shareholders/Members**”).*

This Notice of EGM along with its accompanying proxy form has been made available on SGXNET and the Company’s corporate website which may be accessed at the URL: <https://www.honglaihuatgroup.com/announcements-press-release/>.

### **ORDINARY RESOLUTION 1: TO APPROVE THE PROPOSED HLHI DISPOSAL**

**THAT**, approval be and is hereby given:

- (a) for the disposal by the Company of its entire indirect ownership of H.L.H.I. (Cambodia) Company Limited to the Purchaser at a disposal consideration of US\$1,500,000, pursuant to the terms and subject to the conditions set out in the HLHI SPA entered into between the Company’s wholly-owned subsidiary, HLH Agri International Pte Ltd, H.L.H.I. (Cambodia) Company Limited, and the Purchaser on 1 February 2024, being aggregated with the proposed disposal of HLH Agriculture (Cambodia) Co., Ltd as a “major transaction” under Chapter 10 of the Listing Rules; and
- (b) the Directors and/or any of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, entering into all such transactions, arrangements and agreements and approving, modifying, ratifying and executing all such documents, acts and things) as they may consider necessary or expedient for the purposes of giving effect to this resolution and that authority be and is hereby given for the common seal of the Company to be affixed in accordance with the Company’s constitution to any document as may be necessary or required.

## **ORDINARY RESOLUTION 2: TO APPROVE THE PROPOSED HLHA DISPOSAL**

**THAT**, approval be and is hereby given:

- (a) for the disposal by the Company of its entire indirect ownership of HLH Agriculture (Cambodia) Co., Ltd. to the Purchaser at a disposal consideration of US\$36,000,000, pursuant to the terms and subject to the conditions set out in the HLHA SPA entered into between the Company's wholly owned subsidiary, HLH Agri International Pte Ltd, HLH Agriculture (Cambodia) Co., Ltd., and the Purchaser on 1 February 2024, being a "major transaction" under Chapter 10 of the Listing Rules; and
- (b) the Directors and/or any of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, entering into all such transactions, arrangements and agreements and approving, modifying, ratifying and executing all such documents, acts and things) as they may consider necessary or expedient for the purposes of giving effect to this resolution and that authority be and is hereby given for the common seal of the Company to be affixed in accordance with the Company's constitution to any document as may be necessary or required.

### **By Order of the Board**

Dato' Dr. Ong Bee Huat, PBM  
Executive Deputy Chairman and Chief Executive Officer  
3 May 2024

**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 20 May 2024 at 10.30 a.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*

3. **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 Building Singapore 658079; or
- (b) **by email** to the Company at [dylanong@hlh.com.sg](mailto:dylanong@hlh.com.sg).

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 10.30 a.m. on 10 May 2024.

**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 10.30 a.m. on 16 May 2024. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

**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)*

4. 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.
5. 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.

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.

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.

6. 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.
7. 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.
8. 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.
9. 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 10.30 a.m. on 9 May 2024, being seven (7) working days before the date of the EGM.
10. 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](mailto: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

Printed copies of the Proxy Form will be sent to members. This Proxy Form has also been made available and may be accessed on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.honglaihuatgroup.com/announcements-press-release/>.

### IMPORTANT

- The Extraordinary General Meeting ("EGM") will be held, in a wholly physical format, at 1 Plymouth Avenue, Singapore 297753, Raffles Town Club, Dunearn Ballroom 1 on 20 May 2024 at 10.30 a.m. **There will be no option for members to participate virtually.** Arrangements relating to, among others, attendance at the EGM, submission of questions in advance, addressing of substantial and relevant questions in advance of, or at the EGM and voting at the EGM are set out in the Notice of EGM dated 3 May 2024 which is published on SGXNet and the Company's website.
- 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 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.
- CPF Investors and SRS Investors who wish to appoint the Chairman of the Meeting as proxy to vote on their behalf 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 10.30 a.m. on 9 May 2024). 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. 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 EGM.
- By submitting an instrument appointing a proxy(ies), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 3 May 2024.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).

I/We\* \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport/Company Registration No)\*  
of \_\_\_\_\_ (Address)  
being a member/members\* of **HONG LAI HUAT GROUP LIMITED** ("Company"), hereby appoint:

Name	Email Address	NRIC/ Passport Number	Proportion of Shareholdings to be represented by proxy (%)	
			Number of Shares	%
<b>Address</b>				

and/or (delete as appropriate)

Name	Email Address	NRIC/ Passport Number	Proportion of Shareholdings to be represented by proxy (%)	
			Number of Shares	%
<b>Address</b>				

or failing \*him/her/they, or if no person is named above, hereby appoint the Chairman of the Meeting ("EGM") as my/our proxy/proxies, to vote for me/us on my/our behalf at the EGM of the Company to be held at 1 Plymouth Avenue, Singapore 297753, Raffles Town Club, Dunearn Ballroom 1, on 20 May 2024 at 10.30 a.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 proxy for that resolution will be treated as invalid.

The resolutions put to the vote at the EGM shall be decided by way of poll.

No.	Resolutions relating to:	For	Against	Abstain
<b>Ordinary Business</b>				
1.	To approve the Proposed HLHI Disposal			
2.	To approve the Proposed HLHA Disposal			

Note: 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 \_\_\_\_\_ 2024

Total Number of Shares in	No. of Shares
CDP Register	
Register of members	

\_\_\_\_\_  
Signature(s) of Member(s)/  
Common Seal of Corporate Member

\* Delete where inapplicable

**IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM**



## 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](mailto: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.

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 the affixation of a signature under the hand of 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.

14. By submitting this proxy form, a member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 3 May 2024.



HONG LAI HUAT  
GROUP LIMITED

SGX MAINBOARD (CTO:50)  
逢來發集團有限公司

## HONG LAI HUAT GROUP LIMITED

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

3 May 2024

Dear Shareholder,

We are pleased to enclose printed copies of the Notice of Extraordinary General Meeting (“EGM”) and Proxy Form for the upcoming EGM of the Company to be held on 20 May 2024.

In accordance with the Constitution of the Company and in line with the Company’s sustainability efforts, we are implementing the use of electronic communications for the dissemination of the circular to shareholders dated 3 May 2024 (the “Circular”), and sincerely hope you will join our sustainability efforts and embrace e-communications. In this regard, only printed copies of the Notice of EGM, Proxy Form and this Request Form have been despatched to Shareholders. Printed copies of the Circular will **NOT** be despatched to Shareholders unless requested by the Shareholders via the submission of this Request Form. Instead, the Circular will be available for download or online viewing at the Company’s website at <https://www.honglaihuatgroup.com/announcements-press-release/> and/or the SGXNet at <https://www.sgx.com/securities/company-announcements> from the date of this letter. You will need an internet browser and PDF reader to view these documents.

If you wish to receive a printed copy of the Circular, please complete the Request Form below and return it to the Company through any of the following means:

- (a) by post to the Company’s business office at **10 Bukit Batok Crescent #13-05 The Spire Building Singapore 658079**; or
- (b) via email to [dylanong@hlh.com.sg](mailto:dylanong@hlh.com.sg),

in either case, no later than 10.30 a.m. on 10 May 2024, and we will endeavour to send you a printed copy of the Circular to reach you before the holding of the EGM upon receipt of your request, provided that we will not be responsible or liable for any delay or omission in the delivery of the Circular for any reason whatsoever.

By completing, signing and returning the Request Form to us, you agree and acknowledge that we and/or our service provider may collect, use and disclose your personal data, as contained in your submitted form or which is otherwise collected from you or your authorised representative(s), for the purpose 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  
10 Bukit Batok Crescent #13-05  
The Spire Building  
Singapore 658079

**NB: Please tick accordingly. Incomplete or incorrectly completed forms will not be processed.**

I/We wish to receive a printed copy of the Circular

Investor’s type (Please tick accordingly)

CDP Depositor(s)       Scrip Shareholder(s)       CPF Investment Scheme/SRS

Name(s) of Member(s) or Corporation:

NRIC/Passport Number(s):

Company Registration Number:

Mailing Address:

Signature(s): \_\_\_\_\_ Date: \_\_\_\_\_

#### **Important:**

This request is valid for the Circular only



---

Please affix  
postage  
stamp

**HONG LAI HUAT GROUP LIMITED**

10 Bukit Batok Crescent #13-05  
The Spire Building  
Singapore 658079