



Hyphens

HYPHENS PHARMA INTERNATIONAL LIMITED

Registration No. 201735688C
(Incorporated in Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 1st Annual General Meeting (“AGM”) of the Company will be held at 16 Tai Seng Street #04-01 Singapore 534138 on Friday, 26 April 2019 at 10.00 a.m. to transact the following business:-

ORDINARY BUSINESS

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| 1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2018 together with the Auditors' Report thereon. | Resolution 1 |
| 2. To declare a final tax exempt (one-tier) dividend of 0.55 cents per ordinary share for the financial year ended 31 December 2018. | Resolution 2 |
| 3. To re-elect the following Directors who retire by rotation in accordance with the Constitution of the Company and who, being eligible, offer themselves for re-election:
(a) Mr Lim See Wah [Regulation 97]
(b) Mr Heng Wee Koon [Regulation 103]
(c) Mr Ng Eng Leng [Regulation 103]
(d) Dr Poon Thong Yuen [Regulation 103] | Resolution 3
Resolution 4
Resolution 5
Resolution 6 |
| 4. To approve the Directors' fees of SGD 167,000 for the year ended 31 December 2018. | Resolution 7 |
| 5. To re-appoint RSM Chio Lim LLP as auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 8 |

SPECIAL BUSINESS

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

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| 6. Proposed Share Issue Mandate
That authority be and is hereby given to the Directors, pursuant to Section 161 of the Companies Act (Chapter 50) and Rule 806 of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual Section B: Rule of Catalist (“Catalist Rules”) 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 (each an “Instrument” and 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, and/or
(iii) notwithstanding the authority conferred may have ceased to be in force at the time that instruments are to be issued, issue additional instruments arising from adjustments made to the number of instruments previously issued in the event of rights, bonus or other capitalisation issuances,
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.
(B) issue Shares in pursuance of any instrument made or granted by the Directors pursuant to (A)(ii) and/or (A) (iii) above, while such authority was in force (notwithstanding that such issuance of Shares pursuant to the instruments may occur after the expiration of the authority contained in this Resolution), provided that:
(i) the aggregate number of Shares to be issued pursuant to this authority (including the Shares to be issued in pursuance of Instruments made or granted pursuant to this authority but excluding Shares which may be issued pursuant to any adjustments (“Adjustments”) effected under any relevant Instrument, which Adjustment shall be made in compliance with the provisions of the Catalist Rules 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), does not exceed 100% of the total number of issued share capital and provided that the aggregate number of Shares to be issued other than a pro-rata basis to the shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to such authority, but excluding Shares which may be issued pursuant to any Adjustments effected under any relevant Instrument) shall not exceed 50% of the total number of issued share capital (excluding treasury Shares and subsidiary holdings, if any);
(ii) (subject to such manner of 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 (i) above, the percentage of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:-
(a) new Shares arising from the conversion or exercise of convertible securities;
(b) new Shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
(c) any subsequent bonus issue, consolidation or subdivision of Shares
(iii) in exercising such authority, the Company shall comply with the provisions of the Catalist Rules 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
(iv) unless revoked or varied in general meeting by ordinary resolution, the authority so conferred 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. | Resolution 9 |
| 7. Grant awards and to allot and issue shares in accordance with Hyphens Share Plan
That approval be and is hereby given to the Directors to:
(i) offer and grant awards in accordance with the provisions of the Hyphens Share Plan (“the Hyphens Share Plan”); and
(ii) allot and issue from time to time such number of fully paid-up shares in the capital of the Company as may be required to be allotted and issued pursuant to the vesting of awards under the Hyphens Share Plan, the Share Option Scheme and any other share based incentive schemes of the Company shall not exceed 15% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) from time to time.” | Resolution 10 |
| 8. Grant Options and to allot and issue shares in accordance with Hyphens Share Option Scheme
That pursuant to Section 161 of the Companies Act (Chapter 50) and the Catalist Rules, approval be and is hereby given to the Directors of the Company to:
(i) offer and grant Options in accordance with the provisions of the Hyphens Share Option Scheme (“the Share Option Scheme”); and
(ii) to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the exercise of the Options under the Share Option Scheme, the Hyphens Share Plan and any other share based incentive schemes of the Company shall not exceed 15% of the total number of issued Shares (excluding treasury Shares and subsidiary holdings, if any) from time to time. | Resolution 11 |
| 9. To transact any other business which may be properly transacted at an AGM of the Company. | |

BY ORDER OF THE BOARD

Lim Sher Mei
Company Secretary
Date: 11 April 2019

EXPLANATORY NOTES

Resolution 3

Mr Lim See Wah will, upon re-election as a Director, remain as the Executive Chairman and Chief Executive Officer of the Company.

Resolution 4

Mr Heng Wee Koon shall, upon re-election as Director of the Company, remain as the Lead Independent Director, the Chairman of the Audit Committee, a member of the Nominating Committee and a member of the Remuneration Committee and shall be considered independent for the purpose of Rule 704(7) of the Catalist Rules.

Resolution 5

Mr Ng Eng Leng shall, upon re-election as Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit Committee and shall be considered independent for the purpose of Rule 704(7) of the Catalist Rules.

Resolution 6

Dr Poon Thong Yuen shall, upon re-election as Director of the Company, remain as the Chairman of the Nominating Committee, a member of the Audit Committee and a member of the Remuneration Committee and shall be considered independent for the purpose of Rule 704(7) of the Catalist Rules.

Resolution 9

Resolution 9 is to empower the Directors of the Company from the date of this Annual General Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company. The number of Shares and convertible securities, which the Directors may allot and issue under this Resolution shall not exceed hundred per cent (100%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings, if any) at the time of passing this Resolution. For allotment and issue of Shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings, if any). This authority will, unless revoked or varied at a general meeting, expire at the next annual general meeting, or by the date by which the next annual general meeting is required by law to be held, whichever is earlier.

Resolution 10

Resolution 10 is to empower the Directors to grant awards and to allot and issue Shares pursuant to the Performance Share Plan. The grant of awards under the Performance Share Plan will be made in accordance with the provisions of the Performance Share Plan. The aggregate number of Shares which may be issued pursuant to the Performance Share Plan and the Share Option Scheme shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings, if any) from time to time.

Resolution 11

Resolution 11 is to empower the Directors to offer and grant options, and to allot and issue Shares pursuant to the Share Option Scheme. The grant of options under the Scheme will be made in accordance with the provisions of the Share Option Scheme. The aggregate number of Shares which may be issued pursuant to the Performance Share Plan and the Share Option Scheme shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings, if any) from time to time.

NOTES

- A member entitled to attend and vote at this AGM is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company. Where a member appoints more than one proxy, he shall specify the proportion of his shares to be represented by each proxy.
- If a proxy is to be appointed, the form must be deposited at the registered office of the Company at 16 Tai Seng Street #04-01 Singapore 534138 not less than 72 hours before the AGM.
- The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
- In the case of joint shareholders, all holders must sign the form of proxy.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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, “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.

NOTICE OF BOOK CLOSURE

NOTICE IS HEREBY GIVEN that the Register of Members and Share Transfer Books of the Company will be closed on 14 May 2019 for the purpose of determining members' entitlements to a final tax exempt (one-tier) dividend of 0.55 cents per ordinary share for the financial year ended 31 December 2018 (“Proposed Final Dividend”). The Proposed Final Dividend, if approved by shareholders at the AGM, will be paid on 24 May 2019.

Duly completed transfers received 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 the close of business at 5:00 p.m. on 13 May 2019 will be registered to determine members' entitlements to the Proposed Final Dividend.

Members whose Securities Accounts with The Central Depository (Pte) Limited (“CDP”) are credited with ordinary shares in the capital of the Company as at 5:00 p.m. on 13 May 2019 will be entitled to the Proposed Final Dividend.

In respect of shares in Securities Accounts with CDP, the Proposed Final Dividend will be paid by the Company to CDP which will in turn distribute the dividend entitlements to such holders of shares in accordance with its practice.

This notice has been prepared by the Company and its contents have been reviewed by the Sponsor, DBS Bank Ltd. (“Sponsor”) for compliance with the Rules of Catalist. The Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “SGX-ST”). The SGX-ST and the Sponsor assume no responsibility for the contents of this notice including the accuracy, completeness or correctness of any information, statements or opinions made or reports contained in this notice. The contact persons for the Sponsor are Ms Heng Mui Mui, Managing Director, and Mr Kelvin Wong, Vice President, who can be contacted at 12 Marina Boulevard, Level 46, Marina Bay Financial Centre Tower 3, Singapore 018982, Telephone: +65 6878 8888.