

HOSEN GROUP LTD.

(Incorporated in Singapore)
(Co. Reg. No: 200403029E)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of **HOSEN GROUP LTD.** (the “Company”) will be held physically at 267 Pandan Loop, Singapore 128439 on Tuesday, 30 April 2024, at 12.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and audited financial statements of the Company for the financial year ended 31 December 2023 (“FY2023”) together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To declare a first and final tax exempt (one-tier) dividend of 0.2 Singapore cents per ordinary share for FY2023. **(Resolution 2)**
3. To re-elect the following Directors retiring by rotation pursuant to Regulation 106 of the Company’s Constitution:

Mr Lim Hai Cheok **(Resolution 3)**
Mr Wee Piew **(Resolution 4)**
[See Explanatory Note (i)]
4. To re-elect Mr Yau Thiam Hwa retiring by rotation pursuant to Regulation 110 of the Company’s Constitution. **(Resolution 5)**
[See Explanatory Note (ii)]
5. To approve the payment of Directors’ fees of S\$126,400 for FY2023 (the financial year ended 31 December 2022: S\$120,000). **(Resolution 6)**
6. To re-appoint BDO LLP as the Company’s Auditor and to authorise the Directors to fix their remuneration. **(Resolution 7)**
7. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without any modifications:

8. **Share Issue Mandate**

That pursuant to Section 161 of the Companies Act 1967 (the “Companies Act”), Rule 806 of the Catalist Rules, authority be given to the directors of the Company (“Directors”) to allot and issue shares (“Shares”) whether by way of rights, bonus or otherwise, and/or 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 to such persons as the Directors may, in their absolute discretion, deem fit (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 while this authority was in force, provided that:

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per cent. (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below) at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to all shareholders of the Company (“Shareholders”) shall not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below);

(b) (subject to such manner of calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company as at the date of the passing of this Resolution, after adjusting for:

- (i) new shares arising from the conversion or exercise of convertible securities;
- (ii) new shares arising from exercising share options or vesting of share awards, provided the options or share awards were granted in compliance with the Catalist Rules; and
- (iii) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance with (i) and (ii) above 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;

(c) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, the Constitution of the Company; and

(d) unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (iii)]

(Resolution 8)

9. **Renewal of Share Buy-Back Mandate**

That:

(a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of all the powers of the Company:

(1) to purchase or otherwise acquire issued Shares ("**Share Buy-Back**") in the capital of the Company not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- (i) on-market Share Buy-Back (each an "On-market Share Buy-Back") transacted on the SGX through the SGX-ST's trading system and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (ii) off-market Share Buy-Back (each an "Off-market Share Buy-Back") 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, which schemes shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to, the applicable provisions of the Companies Act, the Constitution of the Company and the Catalist Rules as may for the time being applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buy-Back Mandate**");

- (b) the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of (A) the date on which the next AGM of the Company is held or required by law to be held; (B) the date on which the purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; or (C) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the Shareholders in general meeting, ("**Relevant Period**")
- (c) in this Resolution:

"**Prescribed Limit**" means ten per cent. (10%) of the total number of Shares (excluding treasury shares and subsidiary holdings) as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares and subsidiary holdings that 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) to be paid for a Share, which shall not exceed:

- (i) in the case of an On-market Share Buy-Back, five per cent. (5%) above the average of the closing market prices of the Shares over the last five (5) market days on the SGX-ST on which transactions in the Shares were recorded, immediately preceding the day of the On-market Share Buy-Back by the Company, and deemed to be adjusted for any corporate action that occurs after such five (5)-day period; and
- (ii) in the case of an Off-market Share Buy-Back pursuant to an equal access scheme, twenty per cent. (20%) above the average of the closing market prices of the Shares over the last five (5) market days on the SGX-ST on which transactions in the Shares were recorded, immediately preceding the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price for each Share and the relevant terms of the equal access scheme for effecting the Off-market Share Buy-Back, and deemed to be adjusted for any corporate action that occurs after such five (5)-day period; and
- (d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary or expedient to give effect to the transactions contemplated by this Resolution.

[See Explanatory Note (iv)]

(Resolution 9)

By Order of the Board

Lai Foon Kuen
Company Secretary
Singapore, 11 April 2024

Explanatory Notes:

- (i) Mr Lim Hai Cheok, upon re-election as a Director of the Company, will be redesignated from Chief Executive Officer to an Executive Director and member of the Nominating Committee. Information on Mr Lim Hai Cheok can be found on page 9 of the Annual Report and page 22 of the Appendix.

Mr Wee Piew, upon re-election as a Director of the Company, will be redesignated as a Non-Executive Non-Independent Director, member of the Audit Committee and Remuneration Committee respectively. Information on Mr Wee Piew can be found on page 9 of the Annual Report and page 22 of the Appendix. He will not be considered independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Catalist Rules**”).

- (ii) Mr Yau Thiam Hwa, upon re-election as a Director of the Company, will be redesignated as Non-Executive Independent Chairman, Chairman of the Audit Committee and Remuneration Committee and member of the Nominating Committee respectively. Information on Mr Yau Thiam Hwa can be found on page 9 of the Annual Report and page 22 of the Appendix. He will be considered independent for the purpose of Rule 704(7) of the Catalist Rules. Mr Yau Thiam Hwa does not have any relationships including immediate family relationships between himself and the Directors, the Company and its substantial shareholders.
- (iii) Ordinary Resolution 8, if passed, will empower the Directors from the date of the above Meeting until the conclusion of the next AGM of the Company, or the date by which the next AGM 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 allot and issue Shares and convertible securities in the Company up to a number not exceeding, in total, one hundred per cent. (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per cent. (50%) may be issued other than on a pro-rata basis to Shareholders.
- (iv) Ordinary Resolution 9, if passed, will empower the Directors, from the date of the above Meeting until the next AGM is held or is required by law to be held, or until it is varied or revoked by the Company in general meeting, whichever is earlier, to purchase or otherwise acquire issued ordinary Shares of the Company by way of On-Market Share Buy-Backs or Off-Market Share Buy-Backs of up to the Maximum Limit at the Maximum Price in accordance with the terms and conditions set out in the Appendix to this Notice of Annual General Meeting, the Act and the Catalist Rules of the SGX-ST. Please refer to the Appendix to this Notice of Annual General Meeting for more details.

Notes:

General

1. The members of the Company are invited to **attend physically** at the Annual General Meeting (the “**Meeting**” or “**AGM**”). **There will be no option for Shareholders to participate virtually.** Printed copies of this Notice, Proxy Form and a request form will be sent to members. The Notice is also available to members on the SGX website at <https://www.sgx.com/securities/company-announcements>.
2. Pre-registration is not required. Members, please bring along your NRIC/passport to enable the Company to verify your identity. Members and other attendees who are feeling unwell on the date of AGM are strongly encouraged not to attend the physical meeting.
3. Live voting by poll will be conducted during the AGM for Shareholders and proxy(ies) attending the AGM.

Voting by Proxy

4. **Arrangements for participation in the AGM physically**

Members (including CPF and SRS investors) may participate in the AGM by:

- (a) attending the AGM in person;
- (b) submitting questions to the Chairman of the Meeting in advance of, or at, the AGM and/or
- (c) voting at the AGM themselves personally; or through their duly appointed proxy(ies).

CPF and SRS investors who wish to appoint the Chairman of the Meeting (and not third party proxy(ies)) as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes. Please see item 8 below for details.

5. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead at the AGM. A member 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. “Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act 1967.
6. A proxy or attorney needs not be a member of the Company.
7. A member can appoint the Chairman of the Meeting as his/her/its proxy but this is not mandatory.

If a member wishes to appoint the Chairman of the Meeting as a proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the Chairman of the Meeting will vote or abstain from voting at his discretion.

8. CPF/SRS investors who hold the Company's Shares through CPF Agent Banks/SRS Operators:
 - (a) may vote at the Meeting if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as a proxy to vote on their behalf at the Meeting, in which case they should approach their CPF Agent Banks/SRS Operator to submit their votes at least 7 working days prior to the date of AGM ie by **5.00 p.m. on 18 April 2024**.
9. The Proxy Form must be submitted not less than 72 hours before the time appointed for holding the Meeting i.e. 12.00 p.m. on 27 April 2024, through any one of the following means:
 - (a) if sent personally or by post, be lodged at the registered office of the Company at 267 Pandan Loop, Singapore 128439; or
 - (b) by sending a scanned PDF copy by email to hosenagm2024@hosengroup.com.
10. A depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.
11. The Company shall be entitled to, and will, treat any valid Proxy Form which was delivered by a member to the Company **before 12.00 p.m. on 27 April 2024** as a valid instrument as the member's proxy to attend, speak and vote at the Meeting if (a) the member had indicated how he/she/it wished to vote for or vote against or abstain from voting on each resolution; and (b) the member has not withdrawn the appointment by 12.00 p.m. on 27 April 2024.
12. If the member is a corporation, the Proxy Form must be under seal or the hand of an officer or attorney duly authorised.
13. Completion and return of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the Meeting if he/she so wishes. The appointment of the proxy(ies) for the Meeting will be deemed to be revoked if the member attends the Meeting in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the Meeting.

Submission of questions in advance of the Meeting

14. Members may also submit questions related to the resolutions to be tabled for approval at the Meeting. All questions, together with the members' full names, identification numbers, contact numbers and email addresses and manner in which they hold Shares in the Company, must be submitted no later than **12.00 p.m. on 22 April 2024** ("**Cut-Off Time**") by email to hosenagm2024@hosengroup.com or by post to the registered office of the Company at 267 Pandan Loop, Singapore 128439.
15. Please note that the Company will address substantial and relevant questions relating to the resolutions to be tabled for approval by 24 April 2024.
16. The Company endeavours to address (i) subsequent clarifications sought (ii) follow-up questions or (iii) subsequent substantial and relevant questions which are received after Cut-Off Time at the Meeting itself. Where substantially similar questions are received, we will consolidate such questions and consequently not all questions may be individually addressed.
17. Minutes of AGM - The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNET, and the minutes will include the responses to the questions which are addressed during the AGM, if any.