

**HAW PAR CORPORATION LIMITED**  
**Company Registration Number: 196900437M**  
**(Incorporated in the Republic of Singapore)**

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Forty-Fifth Annual General Meeting of the Company will be held at Pan Pacific Singapore, Pacific 3, Level 1, 7 Raffles Boulevard, Marina Square, Singapore 039595 on Monday, 28 April 2014 at 3.00 p.m. to transact the following business:

**AS ORDINARY BUSINESS**

**Resolution 1** To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2013 together with the Auditor's Report thereon.

**Resolution 2** To declare a Second & Final Tax-Exempt Dividend of 14 cents per share for the financial year ended 31 December 2013.

To re-appoint the following Directors, who are retiring pursuant to Section 153(6) of the Companies Act, Cap. 50, to hold office until the next Annual General Meeting of the Company:

**Resolution 3** Dr Wee Cho Yaw

Dr Wee Cho Yaw will, upon re-appointment, continue as Chairman of the Board and Investment Committee and a member of the Nominating Committee and Remuneration Committee of the Company.

**Resolution 4** Dr Lee Suan Yew

Dr Lee Suan Yew will, upon re-appointment, continue as a member of the Audit Committee and Nominating Committee of the Company. Dr Lee is considered as an independent Director.

**Resolution 5** Mr Hwang Soo Jin

Mr Hwang Soo Jin will, upon re-appointment, continue as a member of the Audit Committee and Remuneration Committee of the Company. Mr Hwang is considered as an independent Director.

**Resolution 6** Mr Sat Pal Khattar

Mr Sat Pal Khattar will, upon re-appointment, continue as Chairman of the Nominating Committee and Remuneration Committee of the Company. Mr Khattar is considered as an independent Director.

To re-elect the following Directors, who are retiring by rotation pursuant to Article 98 of the Company's Articles of Association:

**Resolution 7** Dr Chew Kia Ngee

Dr Chew Kia Ngee will, upon re-election, continue as Chairman of the Audit Committee of the Company. Dr Chew is considered an independent Director.

**Resolution 8** Mr Peter Sim Swee Yam

Mr Peter Sim Swee Yam is considered an independent Director.

**Resolution 9** To approve Directors' fees of \$382,367 for the financial year ended 31 December 2013 (2012: \$345,829).

**Resolution 10** To re-appoint Messrs PricewaterhouseCoopers LLP as Auditor of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

## **AS SPECIAL BUSINESS**

To consider and, if thought fit, pass the following ordinary resolutions:

**Resolution 11** That pursuant to Section 161 of the Companies Act, Cap. 50, approval be and is hereby given to the Directors to offer and grant options to employees (including executive Directors) and non-executive Directors of the Company and/or its subsidiaries who are eligible to participate in the Haw Par Corporation Group 2002 Share Option Scheme ("2002 Scheme") that was extended for another five years from 6 June 2012 to 5 June 2017 by shareholders at the Annual General Meeting on 20 April 2011, and in accordance with the rules of the 2002 Scheme, and to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of options under the 2002 Scheme, provided that the aggregate number of shares to be issued pursuant to this resolution shall not exceed five per cent (5%) of the total number of issued shares of the Company from time to time.

**Resolution 12** That pursuant to Section 161 of the Companies Act, Cap. 50, the Articles of Association of the Company and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), approval be and is hereby given to the Directors to:

- (a) (i) issue shares in the Company (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) 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 may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) shall not exceed fifty per cent (50%) of the Company's total number of issued shares (excluding treasury shares), of which the aggregate number of shares to be issued other than on a pro-rata basis to members of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) shall not exceed fifteen per cent (15%) of the total number of issued shares of the Company (excluding treasury shares);

- (2) (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 this resolution, 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 this resolution is passed after adjusting for any 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 this resolution is passed, and any subsequent bonus issue, consolidation or subdivision of the Company's shares;
- (3) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the listing rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this resolution shall continue in force until (i) the conclusion of the next Annual General Meeting or (ii) the date by which the next Annual General Meeting is required by law to be held, whichever is the earlier.

#### **NOTES TO RESOLUTIONS 2, 3 to 8, 11 and 12**

**Resolution 2** Together with the interim tax-exempt dividend of 6 cents per share paid on 12 September 2013 and subject to shareholders' approval of the second & final tax-exempt dividend of 14 cents per share, the total tax-exempt dividend for the financial year ended 31 December 2013 will be 20 cents per share. (2012: 18 cents tax-exempt, adjusted for the bonus issue).

Subject to shareholders' approval of the second & final tax-exempt dividend, the Share Transfer Books and Register of Members of the Company will be closed\* on **26 May 2014 at 5.00 p.m.**, and the second & final tax-exempt dividend will be payable on **4 June 2014**.

*\*Duly completed transfers received in respect of ordinary shares of the Company 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 5.00 p.m. on 26 May 2014 will be registered to determine shareholders' entitlement to the proposed second & final tax-exempt dividend, and shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 26 May 2014 will be entitled to such proposed dividend.*

**Resolutions 3 to 8** Key information on the Directors, including their date of first appointment, date of last re-appointment and other directorships and principal commitments, can be found in the "Board of Directors" section of the Annual Report.

**Resolution 11** is to empower the Directors to allot and issue shares pursuant to the 2002 Scheme which was approved at the Extraordinary General Meeting of the Company on 22 May 2002 and extended for another five years by shareholders at the Annual General Meeting of the Company on 20 April 2011. A copy of the Rules of the 2002 Scheme is available for inspection by shareholders during normal business hours at the registered office of the Company at 401 Commonwealth Drive, #03-03 Haw Par Technocentre, Singapore 149598. Shareholders who are eligible to participate in the Scheme shall abstain from voting.

**Resolution 12** is to empower the Directors to issue shares and to make or grant instruments (such as warrants, debentures or other securities) convertible into shares, and to issue shares in pursuance of such instruments from the date of the Annual General Meeting of the Company until the date of the next Annual General Meeting of the Company, unless such authority is earlier revoked or varied by the shareholders of the Company at a general meeting. The aggregate number of shares which the Directors may issue (including shares to be issued pursuant to convertibles) under ordinary resolution 12 must not exceed 50% of the total number of issued shares (excluding treasury shares) with a sub-limit of 15% for issues other than on a pro rata basis. For shareholders' information, this 15% limit is lower than the 20% presently permitted under the listing rules of the SGX-ST. For the purpose of determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) will be calculated as described.

**Notes:**

- (1) A member entitled to attend and vote at the meeting is entitled to appoint one or two proxy/proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (2) To be effective, the Proxy Form must be deposited at the registered office of the Company at 401 Commonwealth Drive, #03-03 Haw Par Technocentre, Singapore 149598, not less than 48 hours before the time set for holding the meeting.

By Order of the Board

**Zann Lim**  
Company Secretary

**Singapore**  
4 April 2014