Heeton Holdings Limited
(Incorporated in the Republic of Singapore)
(Company Registration Number: 197601387M)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 60 Sembawang Road #01-02/03 Hong Heng Mansions, Singapore 779088, on Friday, 24 April 2015 at 10.00 a.m., for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 December 2014 and the Directors' Reports and the Auditors' Report thereon. **Resolution 1**

2. To declare a 1-tier tax exempt final dividend of 0.60 cents per share in respect of the financial year ended 31 December 2014. **Resolution 2**

3. To approve Directors' fees of S$207,000 for the financial year ended 31 December 2014. (2013: S$207,000) **Resolution 3**

4. To re-appoint Mr Toh Khai Cheng as a Director pursuant to Section 153(6) of the Companies Act, (Chapter 50) (the "**Companies Act**") to hold office from the date of this annual general meeting of the Company (the "**AGM**") until the next AGM provided that if Section 153 of the Companies Act is repealed by the Companies (Amendment) Act 2014 and cease to be in force prior to the date of the next AGM and unless Mr Toh Khai Cheng is subject to any requirement under any written law or applicable regulatory requirement which permits him to hold office only until the next AGM, he shall, subject to retirement by rotation in accordance with the Articles of Association of the Company, continue in this office of director beyond the next AGM and until he vacates the office pursuant to the Articles of Association of the Company. *(See Explanatory Note)* **Resolution 4**

5. To re-elect the following Directors who are retiring by rotation pursuant to Article 95(2) of the Company's Articles of Association:
   (i) Toh Gap Seng **Resolution 5**
   (ii) Tan Tiong Cheng **Resolution 6**

6. To re-appoint Messrs Ernst & Young LLP as Auditors and to authorise the Directors to fix their remuneration. **Resolution 7**

SPECIAL BUSINESS

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

7. THAT pursuant to Section 161 of the Companies Act (Chapter 50) and in accordance with the listing rules of Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors to: **Resolution 8**

   (a) (i) allot and issue shares in the capital of 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) 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 50% of the total number of issued shares (excluding treasury shares (if any)) in the capital of the Company (as calculated in accordance with 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 (including shares to be issued in pursuant of instruments made or granted pursuant to this Resolution) does not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares (if any)) in the capital of the Company (as calculated in accordance with paragraph (2) below);

   (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 sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares in the capital of the Company excluding treasury shares (if any) at the time this Resolution is passed, after adjusting for:

      (i) 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

      (ii) any subsequent bonus issue or consolidation or subdivision of shares;

   (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 Articles of Association for the time being 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 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. *(See Explanatory Note)*

8. To transact any other business

BY ORDER OF THE BOARD

LEE HO WAH / CHEW BEE LENG
Company Secretaries

Singapore
9 April 2015

Explanatory Notes:

Resolution 4

Mr Toh Khai Cheng, Chairman of the Board of Directors and a member of the Audit Committee and Remuneration Committee, will, if re-appointed continue to serve in these capacities if re-elected as a Director of the Company.

Pursuant to Section 153(6) of the Companies Act, Chapter 50 (the "**Companies Act**"), Mr Toh, if re-appointed as a Director of the Company, shall hold such office until the next annual general meeting of the Company ("**2016 AGM**"). The Companies (Amendment) Act 2014 which contains an amendment to repeal Section 153 of the Companies Act has been gazetted on 1 December 2014 but the effective date is not fixed yet. In the event, the Companies (Amendment) Act 2014 is effective before the date of 2016 AGM, Mr Toh shall continue to serve the Company in the office of Director beyond 2016 AGM until he vacates the office pursuant to the Articles of Association of the Company but shall be subject to retirement by rotation in accordance with the Articles of Association of the Company unless Mr Toh Khai Cheng is subject to any requirement under any written law or applicable regulatory requirement which permits him to hold office only until 2016 AGM.

Resolution 6

Mr Tan Tiong Cheng, Chairman of the Remuneration Committee, a member of the Audit Committee and a member of Nominating Committee, will continue to serve in these capacities if re-elected as a Director of the Company, and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Resolution 8

The Ordinary Resolution no. 8, if passed, will empower the Directors of the Company to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding in total fifty per cent (50%) of the total number of issued shares (excluding treasury shares (if any)) in the capital of the Company, with a sub-limit of twenty per cent (20%) for issued other than on a *pro rata* basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares (excluding treasury shares (if any)) shall be based on the total number of issued shares (excluding treasury shares (if any)) in the capital of the Company at the time that this resolution is passed, after adjusting for (a) 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 that this resolution is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

Notes:

(1) A member of the Company entitled to attend and vote at the above-mentioned meeting may appoint not more than two proxies to attend and vote in his stead. Where a member appoints more than one proxy, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company.

(2) The instrument appointing the proxy must be deposited at the registered office of the Company at 60 Sembawang Road #01-02/03 Hong Heng Mansions, Singapore 779088, not less than 48 hours before the time set for holding the meeting.