



HUATONG®

HUATONG GLOBAL LIMITED

(Company Registration Number: 201422395Z)
(Incorporated in Singapore with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Huatong Global Limited (the “**Company**”) will be convened and held by way of electronic means on 19 June 2020 (Friday) at 2.00 p.m., for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors’ Report thereon. **(Resolution 1)**

2. To re-elect the following Directors retiring pursuant to Regulation 117 of the Company’s Constitution:

(a) Mr Ng Hai Liong **(Resolution 2)**

Mr Ng Hai Liong, if re-elected as Director, will remain as Executive Chairman, Executive Director of the Company. Further information on Mr Ng Hai Liong can be found under the sections entitled “Board of Directors”, “Corporate Governance Report” and “Directors’ Statement” in the Annual Report.

(b) Mr Wee Heng Yi, Adrian **(Resolution 3)**

*Mr Wee Heng Yi, Adrian will, upon re-election as a Director of the Company, remain as the Independent Director, Chairman of the Nominating Committee and a member of the Remuneration Committee and Audit Committee of the Company and will be considered independent for the purposes of Rule 704(7) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”). Further information on Mr Wee Heng Yi, Adrian can be found under the sections entitled “Board of Directors” and “Corporate Governance Report” in the Annual Report 2019.*

3. To approve the payment of Directors’ fees of S\$125,000 for the financial year ending 31 December 2020, payable half yearly in arrears (2019: S\$125,000). **(Resolution 4)**

4. To re-appoint BDO LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**

5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

6. **Authority to allot and issue shares in the capital of the Company (“Shares”) - Share Issue Mandate**

“That, pursuant to Section 161 of the Companies Act, Chapter 50. and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:-

(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) options, 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 that 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 is in force,

provided that:-

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution), to be issued pursuant to this Resolution does not exceed one hundred per cent (100%) of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculations 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 the total number of issued Shares excluding treasury shares and subsidiary holdings shall be based on the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company at the time this Resolution is passed after adjusting for:-
- (i) new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
 - (ii) new Shares arising from exercising of share options or vesting of share awards, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or sub-division of Shares.

Any adjustments made in accordance with sub-paragraphs (2)(i) or (2)(ii) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution.

- (3) in exercising the authority conferred by this Resolution, 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 Regulation 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 (“AGM”) or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.”

[See Explanatory Note (i)]

(Resolution 6)

7. **Authority to allot and issue shares under the Huatong Employee Share Option Scheme (the “Option Scheme”)**

“That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be authorised to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options under the Option Scheme provided always that the aggregate number of new shares to be allotted and issued pursuant to the Option Scheme, Huatong Performance Share Plan, and all options granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time, as determined in accordance with the provisions of the Option Scheme.”

[See Explanatory Note (ii)]

(Resolution 7)

8. **Authority to allot and issue shares under the Huatong Performance Share Plan**

"That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be authorised and empowered to grant awards in accordance with the provisions of the Huatong Performance Share Plan and to allot and issue from time to time, such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the Huatong Performance Share Plan, provided always that the aggregate number of shares issued and issuable pursuant to vesting of awards granted under the Huatong Performance Share Plan, when added to (i) the number of shares issued and issuable in respect of all awards granted or awarded thereunder; and (ii) all shares issued and issuable in respect of all options granted or awards granted under the Option Scheme, all options granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company for the time being in force, shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company on the day preceding the relevant date of the award."

[See Explanatory Note (iii)]

(Resolution 8)

By Order of the Board

Gn Jong Yuh Gwendolyn
Company Secretary

Singapore, 28 May 2020

Explanatory Notes:

- (i) The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors from the date of the above AGM until the date of the next AGM, to allot and issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments. The aggregate number of Shares and convertible instruments which the Directors may allot and issue under this Resolution shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time of passing this Resolution. For allotment and issuance of Shares and convertible instruments 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 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next AGM.

For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for 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 when this Ordinary Resolution 6 is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (ii) The Ordinary Resolution 7 in item 7 above, if passed, will empower the Directors to issue shares up to an amount in aggregate not exceeding fifteen per centum (15%) of the issued share capital (excluding treasury shares and subsidiary holdings) of the Company pursuant to the Huatong Employee Share Option Scheme which was approved at the Extraordinary General Meeting of the Company on 28 May 2014. This authority is in addition to the general authority to issue shares sought under Ordinary Resolution No. 6.
- (iii) The Ordinary Resolution 8 in item 8 above, if passed, will empower the Directors of the Company, effective 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 grant awards under the Huatong Performance Share Plan in accordance with the provisions of the Huatong Performance Share Plan and to allot and issue from time to time such number of fully-paid shares as may be required to be issued pursuant to the vesting of the awards under the Huatong Performance Share Plan subject to the maximum number of shares prescribed under the terms and conditions of the Huatong Performance Share Plan.

The aggregate number of ordinary shares which may be allotted and issued pursuant to the Huatong Performance Share Plan and under any other share incentive scheme or share plan adopted by the Company for the time being in force, is limited to fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time. This authority is in addition to the general authority to issue shares sought under Ordinary Resolution No. 6.

Important Notes to Shareholders on arrangements for the AGM:

1. The AGM is being convened, and will be held, by electronic means pursuant to COVID-19 (Temporary Measures)(Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. Printed copies of this Notice of AGM and the Annual Report for the financial year ended 31 December 2019 (the “**FY2019 Annual Report**”) will not be sent to members. Instead, this Notice of AGM and the FY2019 Annual Report may be accessed at the Company’s website at the URL <http://huatong.listedcompany.com/> and will also be available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
3. Alternative arrangements relating to attendance at the AGM of the Company via electronic means (including arrangements by which the meeting may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the AGM of the Company, addressing of substantial and relevant questions prior to or at the AGM of the Company and voting by appointing the Chairman of the Meeting as proxy at the AGM of the Company have been made by the Company to allow members to participate at the AGM. Please refer to the below for the relevant steps and details for members to participate at the AGM.
4. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.** The Proxy Form for the AGM of the Company may be accessed at the Company’s website at the URL <http://huatong.listedcompany.com/> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, 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 Meeting as proxy for that resolution will be treated as invalid.
5. The Chairman of the Meeting, acting as proxy, need not be a member of the Company.
6. The Proxy Form must be submitted to the Company in the following manners:
 - (i) if submitted by post, be deposited at registered office of the Company at No. 9 Benoi Crescent, Singapore 629972; or
 - (ii) if submitted electronically, be submitted via email in Portable Document Format (PDF) format to the Company at IR_enquiry2020@huatong.com.sg.

in either case, at least 72 hours before the time fixed for holding the AGM of the Company and/or any adjournment thereof. A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. **In view of the current COVID-19 restriction orders and the related safe distancing measures in Singapore which may make it difficult for members to submit the completed Proxy Forms by post, members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.**

SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS Operators to submit their votes at least seven (7) working days before the AGM.

Investors who hold Shares through depository agents (as defined in Section 81SF of the Securities and Futures Act, Chapter 289) and wish to watch the “live” audio-visual webcast of the AGM must approach their respective depository agents to pre-register at least seven (7) working days before the AGM in order to allow sufficient time for their respective depository agents to in turn pre-register their interest with the Company.

7. The Proxy Form appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer.
8. Where the Proxy Form appointing the Chairman of the Meeting as proxy is signed 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 of proxy, failing which the instrument may be treated as invalid.
9. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Act.
10. The resolutions put to vote at the AGM shall be decided by way of poll.
11. **Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its Meeting arrangements at short notice. Members should check the Company’s website at the URL <http://huatong.listedcompany.com/> for the latest updates on the status of the AGM, if any.**

Key dates/deadlines:

The key dates/deadlines which shareholders should take note of are summarised in the table below:

Key dates	Events
9 June 2020, 2.00 p.m. (Tuesday)	<p>Deadline for SRS investors. Deadline for SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their respective SRS operators to submit their votes.</p> <p>Investors who hold Shares through depository agents (as defined in Section 81SF of the Securities and Futures Act, Chapter 289) and wish to watch the “live” audio-visual webcast of the AGM must approach their respective depository agents to pre-register at least seven (7) working days before the AGM in order to allow sufficient time for their respective depository agents to in turn pre-register their interest with the Company.</p>
11 June 2020, 9.00 a.m. (Thursday)	<p>Members will not be able to ask questions at the AGM of the Company during the live audio-visual webcast or live audio-only stream. It is therefore important for members to submit questions to the Chairman of the Meeting in advance of the AGM of the Company.</p> <p>Deadline to submit questions. Members may submit questions related to the resolutions to be tabled for approval at the AGM of the Company to the Chairman of the Meeting in advance of the AGM of the Company by indicating their questions on the online pre-registration form at http://huatong-agm.availeasemgdwebinar.com (“Online Pre-Registration Form”) from the date of this announcement until 11 June 2020, 9.00 a.m..</p>
16 June 2020, 2.00 p.m. (Tuesday)	<p>Deadline for pre-registration and submission of proxy forms. Members must pre-register at the URL http://huatong-agm.availeasemgdwebinar.com between the date of this Notice and 2.00 p.m. on Tuesday, 16 June 2020 to enable the Company’s Shares Registrar to verify their status as members of the Company.</p> <p>Deadline for shareholders to:</p> <p>(a) pre-register for “live” audio-visual webcast/“live” audio-only stream of the AGM proceedings by submitting the Online Pre-Registration Form; and</p> <p>(b) submit proxy forms by post or by electronic means to IR_enquiry2020@huatong.com.sg</p>
18 June 2020, 2.00 p.m. (Thursday)	<p>Confirmation of pre-registration. Following the verification, authenticated members will receive an email by 2.00 p.m. on Thursday, 18 June 2020 which will contain the URL and password details to access the live audio-visual webcast or the toll-free telephone number to access the live audio-only stream (the “Confirmation Email”).</p> <p>Members who do not received the Confirmation Email by 2.00 p.m. on Thursday, 18 June 2020, but have pre-registered by the 16 June 2020 deadline, should contact the Company at IR_enquiry2020@huatong.com.sg with the full name of the member and his/her identification number (between 2.00 p.m. to 5.00 p.m. on 18 June 2020).</p> <p>Addressing questions. The Company will endeavour to address all substantial and relevant questions received from members relating to the agenda of the AGM (the “Response”) prior to or at the AGM of the Company which will be published on http://huatong.listedcompany.com/ and https://www.sgx.com/securities/company-announcements.</p>
19 June 2020, 2.00 p.m. (Friday)	<p>Annual General Meeting. Members may attend the AGM in the following manner:</p> <p>(a) Click on the link in the Confirmation Email and enter the password to access the live audio-visual webcast of the AGM proceeding; or</p> <p>(b) Call the toll-free telephone number in the Confirmation Email and key in the ID and Password to access the live audio-only stream of the AGM proceeding.</p>
By 17 July 2020 (Friday)	<p>Minutes of AGM of the Company. The Company will publish the minutes of the AGM together with the Response of the Company on the Company’s website at the URL http://huatong.listedcompany.com/ and on SGXNET at the URL https://www.sgx.com/securities/company-announcements within one month after the AGM of the Company.</p>

PERSONAL DATA PRIVACY:

By submitting a proxy form appointing the Chairman of the Meeting as proxy 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 and administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy 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, 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), 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) 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.