



## HEATEC JIETONG HOLDINGS LTD.

(Company Registration No. 200717808Z)  
(Incorporated in the Republic of Singapore)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 Annual General Meeting of Heatec Jietong Holdings Ltd. (the "Company") will be held at 10 Tuas South Street 15, Singapore 637076 on Monday, 16 April 2018 at 10.00 a.m. for the following purposes:

#### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2017, together with the Auditor's Report thereon. **(Resolution 1)**
- To re-elect Mr Anthony Ang Meng Huat, a Director of the Company retiring pursuant to Regulation 102 of the Constitution of the Company and who, being eligible, offer himself for re-election, as a Director of the Company.  
Mr Anthony Ang Meng Huat will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, the Chairman of the Audit Committee, as well as a member of the Remuneration Committee and the Nominating Committee. He is considered independent by the Board of Directors of the Company for the purpose of Rule 704(7) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst (the "Catalist Rules").  
[See Explanatory Note (i)] **(Resolution 2)**
- To note the retirement of Mr Michael Seow Teo Tiew as a Director of the Company.
- To approve the payment of Directors' fees of S\$151,000 for the financial year ending 31 December 2018, to be paid quarterly in arrears (2017: S\$175,000). **(Resolution 3)**
- To re-appoint Messrs Deloitte & Touche LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 4)**
- 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:

- Authority to issue shares**  
That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "Companies Act") and Rule 806 of the Catalyst Rules, the Directors of the Company be authorised and empowered to:  
(a) (i) 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 of the Company 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 pursuant to any Instruments made or granted by the Directors of the Company while this Resolution was in force,  
provided that:  
(1) the aggregate number of Shares (including Shares to be issued pursuant to the Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (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 (2) below), of which the aggregate number of Shares (including Shares to be issued pursuant to the Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to shareholders of the Company shall not exceed fifty per centum (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 (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 will be calculated based on 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) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:  
(a) new Shares arising from the conversion or exercise of any convertible securities;  
(b) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided that the options or awards were granted in compliance with the Catalyst Rules; and  
(c) any subsequent bonus issue, consolidation or subdivision of Shares,  
and, in sub-paragraph (1) above and this sub-paragraph (2), "subsidiary holdings" has the meaning given to it in the Catalyst Rules;  
(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and  
(4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force (i) until the conclusion of the next Annual General Meeting ("AGM") of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments.  
[See Explanatory Note (ii)] **(Resolution 5)**
- Authority to offer and grant options and to allot and issue shares under the Heatec Employee Share Option Scheme**  
That approval be and is hereby given to the Directors of the Company:  
(i) to offer and grant options from time to time in accordance with the provisions of the Heatec Employee Share Option Scheme (the "ESOS");  
(ii) pursuant to Section 161 of the Companies Act, to allot and issue from time to time such Shares as may be required to be issued pursuant to the exercise of options granted under the ESOS, as the case may be, and to do all such acts and things as may be necessary or expedient to carry the same into effect, provided always that the number of ESOS Shares to be issued, when aggregated together with the number of additional ordinary Shares issued and/or issuable pursuant to the ESOS and any other existing share schemes of the Company, shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings (as defined in the Catalyst Rules)) in the capital of the Company from time to time; and  
(iii) (unless revoked or varied by the Company in a general meeting), such authority conferred by this Resolution shall continue in full force 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, whichever is earlier.  
[See Explanatory Note (iii)] **(Resolution 6)**
- Proposed grant of options under the ESOS to Mr Soon Jeffrey, an associate of a controlling shareholder of the Company**  
That subject to and contingent upon the passing of Ordinary Resolution 6, approval be and is hereby given to the Directors of the Company to grant to Mr Soon Jeffrey (Executive Director and Chief Executive Officer of the Company) who is an associate of a controlling shareholder of the Company, up to an aggregate of 1,200,000 options to subscribe for 1,200,000 Shares of the Company (the "Share Options") in accordance with the rules of the ESOS and to allot and issue or deliver from time to time such number of fully paid-up ordinary Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the Share Options under the ESOS, on the following terms:  
(a) Proposed Date of Grant : Within one (1) month from the date of the 2018 AGM of the Company  
(b) Number of Share Options to be granted : Up to 1,200,000 Share Options  
(c) Exercise Price of Share Options : The average of the last dealt prices for a Share, as determined by reference to the daily official list published by the SGX-ST, for the five (5) consecutive market days immediately preceding 14 March 2018, being the latest practicable date prior to the date of this notice of AGM to shareholders of the Company  
(d) Exercise Period of the Share Options : The period from the day after the first anniversary of the date on which such Share Options are granted (the "Offering Date") to the day falling before the tenth anniversary of the Offering Date  
[See Explanatory Note (iv)] **(Resolution 7)**
- Proposed renewal of the Share Purchase Mandate**  
That:  
(a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:  
(i) on-market purchases, transacted on the SGX-ST's trading system, through one or more duly licensed stock brokers appointed by the Company for the purpose (each a "Market Purchase"); and/or  
(ii) off-market purchases effected pursuant to an equal access scheme in accordance with Section 76C of the Companies Act and the Catalyst Rules (each an "Off-Market Purchase"),  
and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may from time to time being applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");  
(b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time, on and from the date of the AGM of the Company at which the Share Purchase Mandate is approved, up to the earliest of:  
(i) the date on which the next AGM of the Company is held or is required by law to be held;  
(ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or  
(iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Company in a general meeting;  
(c) in this Resolution:  
"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the Catalyst Rules, for any corporate action that occurs after the relevant five (5)-day period;  
"date of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the purchase price (which shall not be more than the Maximum Price determined on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;  
"Maximum Limit" means that number of issued Shares shall not exceed ten per centum (10%) of the total number of issued Shares as at the date on which this Resolution authorising the Share Purchase Mandate is passed (excluding treasury shares and subsidiary holdings (as defined in the Catalyst Rules));  
"Maximum Price" means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax, and other related expenses) to be paid for the Shares will be determined by the Directors of the Company which must not exceed:  
(i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and  
(ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares; and  
"Market Day" means a day on which the SGX-ST is open for trading in securities; and  
(d) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they or each of them may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.  
[See Explanatory Note (v)] **(Resolution 8)**

On behalf of the Board

Ong Beng Chye

Non-Executive Chairman  
Singapore, 23 March 2018

#### Explanatory Notes:

- The key information of Mr Anthony Ang Meng Huat can be found under the sections entitled "Board of Directors", "Corporate Governance Report – Principle 4" and "Directors' Statement" of the Company's Annual Report 2017. There is no relationship (including immediate family relationships) between Mr Anthony Ang Meng Huat and the other Directors of the Company, the Company, its related corporations, its 10% shareholders or its officers.
- The Ordinary Resolution 5 proposed in item 7 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 issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per centum (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 centum (50%) may be issued other than on a pro-rata basis to shareholders of the Company.  
For determining the aggregate number of Shares that may be issued, the percentage of issued Shares in the capital of the Company 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 5 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 5 is passed and any subsequent bonus issue, consolidation or subdivision of Shares.
- The Ordinary Resolution 6 proposed 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 offer and grant options under the ESOS (which was approved at the extraordinary general meeting of the Company held on 18 June 2009) and to allot and issue ESOS Shares, pursuant to the exercise of options under the ESOS, provided that the number of ESOS Shares to be issued under the ESOS, when aggregated together with the number of additional ordinary Shares issued and/or issuable pursuant to the ESOS and any other existing share schemes of the Company does 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 for the time being.
- Rationale for the proposed grant of options under the ESOS to Mr Soon Jeffrey, an associate of a controlling shareholder of the Company**  
Mr Soon Jeffrey has more than 10 years of experience in the marine, and oil and gas businesses. Mr Soon joined the Company in May 2005 and has held several positions before assuming his current appointment as the Executive Director and Chief Executive Officer of the Company. Mr Soon is primarily responsible for the operations and performance of the Group, the charting of corporate directions and strategies, enhancing the Company's shareholders' value and reporting to the Board of Directors of the Company on the Group's operations and performance.  
The Company is of the view that the experience and contribution of Mr Soon Jeffrey will be invaluable to the continued growth of the Company. The proposed grant of the Share Options to Mr Soon Jeffrey will motivate him to continue to achieve and maintain a high level of performance, which is vital to the success of the Group, as well as enhance his long-term commitment to the Group. Accordingly, the Company is of the view that the proposed grant of the Share Options to Mr Soon Jeffrey, in accordance with the rules of the ESOS, is an appropriate long-term remuneration strategy which will serve to further align the interests of Mr Soon Jeffrey with the interests of shareholders of the Company.  
In arriving at the number of the Share Options proposed to be granted to Mr Soon Jeffrey, the Remuneration Committee (being the committee administering the ESOS) took into consideration, *inter alia*, Mr Soon Jeffrey's scope of responsibilities, his performance and contributions to the Group, as well as the Group's financial performance. The Remuneration Committee is of the view that Mr Soon Jeffrey's remuneration package (including the Share Options which are proposed to be granted) is fair and reasonable given his past and continued contributions to the Group as the Executive Director and CEO, and at the same time, to strengthen the deep sense of existing commitment to the Group in his leadership.  
For avoidance of doubt, Mr Soon Jeffrey has abstained from the decision-making process of the Board of Directors of the Company in relation to the proposed grant of the Share Options.  
The Company confirms that:  
(a) the aggregate number of Shares proposed to be granted to Mr Soon Jeffrey under the ESOS pursuant to the proposed grant of the Share Options and any previous grant of Share Options to associates of controlling shareholders of the Company does not exceed 25% of the total number of Shares available under the ESOS in accordance with Rule 5.2(i) of the rules of the ESOS;  
(b) such grant of Share Options to Mr Soon Jeffrey does not exceed 15% of the Shares in the issued and paid-up share capital of the Company as at the date of this notice of AGM, in accordance with Rule 5.1 of the rules of the ESOS; and  
(c) the number of Shares available to Mr Soon Jeffrey, an associate of a controlling shareholder of the Company, does not exceed 10% of the Shares available under the ESOS, pursuant to Rule 5.2(ii) of the rules of the ESOS.  
Should the proposed grant of the Share Options to Mr Soon Jeffrey be approved by shareholders of the Company, and all 3,000,000 options (comprising 1,800,000 options granted in April 2016 and the 1,200,000 Share Options) granted to Mr Soon Jeffrey are subsequently exercised in full, and assuming there is no other change in the share capital of the Company, Mr Soon Jeffrey's shareholding interests in the Company will increase from 1,400,000 to 4,400,000 Shares, representing approximately 1.1% of the enlarged issued share capital of the Company.  
**Potential cost of issuing the Share Options**  
Any Share Option granted under the ESOS would have a fair value. In the event that such Share Options are granted at prices below the fair value of the Share Options, there will be a cost to the Group. The cost to the Group of granting Share Options under the ESOS is as follows:  
(a) the exercise of a Share Option at the exercise price would translate into a reduction of the proceeds from the exercise of such Share Option, as compared to the proceeds that the Group would have received from such exercise had the exercise been made at the prevailing market price of the Shares. Such reduction of the exercise proceeds would represent the monetary cost to the Group; and  
(b) with effect from financial year beginning on or after 1 January 2005, the Singapore Financial Reporting Standard (FRS) 102 Share-based Payments will require listed companies to measure equity-settled share-based payments at fair value at the date of grant, which is then expensed off on a straight-line basis over the vesting period.

#### Abstention from voting

Mr Soon Jeffrey shall abstain, and undertake to ensure that his associates will also abstain, from voting in respect of the Ordinary Resolution 7 relating to the proposed grant of options under the ESOS to Mr Soon Jeffrey at the 2018 AGM of the Company.

Mr Soon Jeffrey shall also decline to accept the appointment of proxies for any shareholder of the Company to vote in respect of the said resolution unless the shareholder of the Company concerned shall have given instructions in his/her proxy form as to the manner in which his/her votes are to be cast in respect of such resolution.

#### Others

The participation of and grant of options to Mr Soon Jeffrey, an associate of the controlling shareholder of the Company, under the ESOS has been approved in-principle by shareholders of the Company at the AGM of the Company held on 18 April 2016.

The Ordinary Resolution 7 proposed in item 9 above, if passed, will authorise and empower the Directors of the Company to grant 1,200,000 Share Options to Mr Soon Jeffrey in accordance with the ESOS, based on the abovementioned reasons.

- The Ordinary Resolution 8 proposed in item 10 above, if passed, will empower the Directors of the Company, from the date of the AGM of the Company until the earliest of (i) the date on which the next AGM of the Company is held, or is required by law to be held; (ii) the date on which the share purchases are carried out to the full extent mandated, or (iii) the date on which the authority conferred by the Share Purchase Mandate, is varied or revoked by the Company in a general meeting, to repurchase ordinary Shares by way of market purchases or off-market purchases of up to ten per centum (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company as at the date of the AGM of the Company at which this Ordinary Resolution is passed. The rationale for, the authority and limitation on, the sources of the funds to be used for the purchase or acquisition, including the amount of financing and financial effects of the purchase or acquisition of the ordinary Shares by the Company pursuant to the Share Purchase Mandate on the audited consolidated financial statements of the Group for the financial year ended 31 December 2017 are set out in greater detail in the Company's Circular to Shareholders dated 23 March 2018 attached to this Annual Report 2017.

#### Notes:

- A member of the Company (other than a Relevant Intermediary) entitled to attend, speak and vote at the AGM of the Company is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the Company.
- Where a member of the Company (other than a Relevant Intermediary) appoints two (2) proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies.
- A Relevant Intermediary may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her (which number and class of shares shall be specified).
- The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 10 Tuas South Street 15, Singapore 637076 not less than seventy-two (72) hours before the time appointed for holding the AGM of the Company.
- The instrument appointing a proxy or proxies must be signed by the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.
- This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. ("Sponsor"), for compliance with the Catalyst Rules. The Sponsor has not independently verified the contents of this notice.  
This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.  
The contact person for the Sponsor is Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.

#### \* A Relevant Intermediary is:

- a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds shares in that capacity; or
- the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

#### Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company 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 of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM of the Company (including 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 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 or service providers), the member has collectively 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.