

# HONG LAI HUAT GROUP LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 199905292D)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (“**EGM**”) of Hong Lai Huat Group Limited (the “**Company**”) will be convened and held by way of electronic means on 30 August 2021 at 2.00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the ordinary resolution set out below.

All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 13 August 2021 (the “**Circular**”).

This Notice has been made available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL [www.honglaihuatgroup.com/extraordinary-general-meeting/](http://www.honglaihuatgroup.com/extraordinary-general-meeting/). A printed copy of this Notice will NOT be despatched to shareholders of the Company.

### **ORDINARY RESOLUTION:**

#### **THE PROPOSED DISPOSAL OF THE ENTIRE EQUITY INTEREST IN HLH AGRI R&D PTE. LTD. AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE LISTING MANUAL**

That:

- (a) approval be and is hereby given for the proposed disposal of the entire equity interest in HLH Agri R&D Pte. Ltd., comprising 12,631,962 ordinary shares, by HLH Agri International Pte. Ltd., a wholly-owned subsidiary of the Company, to Gallop Green (S) Pte. Ltd. for an aggregate consideration of S\$4,800,000, on the terms and conditions of the sale and purchase agreement dated 4 June 2021 (the “**Proposed Disposal**”);
- (b) the directors of the Company (the “**Directors**”) or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, enter into all transactions, arrangements and agreements and approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution and the Proposed Disposal as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company; and
- (c) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this resolution and the Proposed Disposal be and are hereby approved, confirmed and ratified.

### **BY ORDER OF THE BOARD**

**Liew Meng Ling**  
**Company Secretary**

**Singapore**  
**13 August 2021**

**Notes:**

- (1) Due to the current COVID-19 situation in Singapore, members will not be allowed to attend the EGM in person. The EGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. The Circular (together with this Notice) may be accessed at the Company's website at the URL [www.honglaihuategroup.com/extraordinary-general-meeting/](http://www.honglaihuategroup.com/extraordinary-general-meeting/), and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. A printed copy of the Circular (together with this Notice and the Proxy Form) will NOT be despatched to members.

The EGM will be held by way of electronic means and a member will be able to watch the proceedings of the EGM through a "live" webcast via his/her/its mobile phones, tablets or computers or listen to the proceedings through a "live" audio feed via telephone. In order to do so a member who wishes to watch the "live" audio feed must pre-register by 2.00 p.m. on 27 August 2021 at the URL <https://globalmeeting.bigbangdesign.co/hlh2021egm/>. Following authentication of his/her/its status as members, authenticated members will receive an email which will contain the link and instructions to access the "live" webcast of the EGM proceedings, as well as a telephone number and instructions to access the "live" audio feed of the EGM proceedings (the "Confirmation Email") by 2.00 p.m. on 28 August 2021. Members who do not receive the Confirmation Email by 2.00 p.m. on 28 August 2021, but have registered by 2.00 p.m. on 27 August 2021 should contact the Share Registrar, B.A.C.S. Private Limited, for assistance at [main@zicoholdings.com](mailto:main@zicoholdings.com) by 5.00 p.m. on 28 August 2021. Members who have received the Confirmation Email must not forward the email to other persons who are not members or who are not entitled to attend the AGM. This is to avoid any technical disruption or overload to the "live" webcast or "live" audio feed.

Members may also submit questions related to the resolution to be tabled for approval at the EGM. To do so, all questions must be submitted by 2.00 p.m. on 27 August 2021:

- (a) via the pre-registration website at the URL <https://globalmeeting.bigbangdesign.co/hlh2021egm/>;
- (b) in hard copy by sending by post and lodging the same at the office of our Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544; or
- (c) by email to [general@hlh.com.sg](mailto:general@hlh.com.sg).

Members will need to identify themselves when posing questions by email by providing the following details:

- (a) the member's full name as it appears on his/her/its CDP/CPF/SRS share records;
- (b) the member's NRIC/Passport/UEN number;
- (c) the member's contact number and email address; and
- (d) the manner in which the member holds his/her/its share in the Company (e.g. via CDP, CPF or SRS).

The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will endeavour to provide its responses to substantial and relevant queries from members relating to the resolution to be tabled for approval at the EGM either prior to, or during, the EGM via publication on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at the URL [www.honglaihuategroup.com/extraordinary-general-meeting/](http://www.honglaihuategroup.com/extraordinary-general-meeting/), or by the Chairman at the EGM. Where there are substantially similar questions the Company will consolidate such questions; consequently, not all questions may be individually addressed.

Although the deadline for submitting questions is 2.00 p.m. on 27 August 2021, members are, however, encouraged to submit their questions in accordance with the paragraphs above earlier than 2.00 p.m. on 27 August 2021 so that they may have the benefit of the answers to their questions (where substantial and relevant to the resolution to be tabled for approval at the EGM) prior to submitting their proxy forms.

Please note that members will not be able to ask questions at the EGM "live" during the webcast and the audio feed, and therefore it is important for members to submit their questions in advance of the EGM.

- (2) **A member will not be able to attend the EGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend speak and vote on his/her/its behalf at the EGM.** In appointing the Chairman of the EGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid. The accompanying proxy form for the EGM may be accessed at the Company's website at the URL [www.honglaihuategroup.com/extraordinary-general-meeting/](http://www.honglaihuategroup.com/extraordinary-general-meeting/) and has also been made available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

(3) The Chairman of the EGM, as proxy, need not be a member of the Company. The instrument appointing the Chairman of the EGM as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must:

(a) if sent by post, be deposited at the office of the Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road #03-00 ASO Building Singapore 048544; or

(b) if submitted by email, be received by the Company at [main@zicoholdings.com](mailto:main@zicoholdings.com),

in either case, not less than 48 hours before the time for holding the EGM, and in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**

(4) The instrument appointing the Chairman of the EGM as proxy must be signed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its common seal (or by the signatures of authorised persons in the manner set out under the Companies Act (Chapter 50) of Singapore as an alternative to sealing) or under the hand of an officer or attorney duly authorised.

(5) The Company shall be entitled to reject a proxy form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the proxy form. In addition, in the case of a member whose shares are entered against his/her/its name in the Depository Register, the Company may reject any instrument appointing the Chairman of the EGM as proxy lodged if such member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.

(6) Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50) of Singapore), including CPF and SRS investors, and who wish to participate in the EGM ("**Relevant Intermediary Participants**") by (a) observing and/or listening to the EGM proceedings via the "live" webcast or the "live" audio feed in the manner provided in Note (1) above; (b) submitting questions in advance of the EGM in the manner provided in Note (1) above; and/or (c) appointing the Chairman of the EGM as proxy to attend speak and vote on their behalf at the EGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the EGM. CPF or SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 18 August 2021 at 2.00 p.m..

#### **Personal Data Privacy:**

By submitting an instrument appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof or by attending the EGM and/or any adjournment thereof, submitting any details of Relevant Intermediary Participants in connection with the EGM, submitting any questions to the Company or pre-registering for the "live" webcast or "live" audio feed of the EGM, 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 provider) of the appointment of the Chairman of the EGM as proxy, submission of questions and pre-registration of members for the EGM (including any adjournment thereof) and the preparation, compilation and publication of the attendance lists, minutes and other documents relating to the EGM (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 Relevant Intermediary Participants to the Company (or its agents), the member has obtained the prior consent of such Relevant Intermediary Participants for the collection, use and disclosure by the Company (or its agents or service provider) of the personal data of such Relevant Intermediary Participants 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.