



HOCK LIAN SENG HOLDINGS LIMITED

(Company Registration No. 200908903E)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **HOCK LIAN SENG HOLDINGS LIMITED** (the "Company") will be held at Hotel Re! @ Pearl's Hill, Level 2, Re! Union, 175A Chin Swee Road, Singapore 169879 on Thursday, 24th April 2014 at 9.30 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Accounts of the Company and the Group for the financial year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Directors of the Company who is retiring pursuant to Article 97 of the Articles of Association of the Company:—
 - Dr Ong Seh Hong **(Resolution 2)**
 - Mr Chua Hua Hong **(Resolution 3)**[See Explanatory Note (i)]
- To note the retirement of Mr Lim Peng Kiat, a Director who is retiring under Article 97 of the Company's Articles of Association who would not be seeking for re-election.
Upon the retirement of Mr Lim Peng Kiat, he will be relinquishing his position as Executive Director.
- To re-appoint the following directors retiring pursuant to Section 153(6) of the Companies Act, Chapter. 50, who is over 70 years of age, to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company:—
 - Mr Chua Leong Hai **(Resolution 4)**
 - Mr Koh Lian Huat **(Resolution 5)**[See Explanatory Note (ii)]
- To declare a first and final dividend (tax exempt one-tier) of 1.8 Singapore cents per ordinary share for the financial year ended 31 December 2013. **(Resolution 6)**
- To approve the payment of Directors' fees of S\$162,000 for the financial year ended 31 December 2013 for payment of Ernst & Young LLP, S\$185,000. **(Resolution 7)**
- To re-appoint Messrs Ernst & Young LLC, Certified Public Accountants, as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 8)**
- To transact any other ordinary business which may properly transacted at an Annual General Meeting.

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 in the capital of the Company pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited
That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:

- (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise;
 - (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,
 - (iii) issue additional Instrument arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalization issues; 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 Instrument 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) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - new shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by 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 (i) 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 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 (iii)]

(Resolution 9)

- Authority to (i) offer and grant options and to issue shares pursuant to the HLS Employee Share Option Scheme; and (ii) offer and grant awards and to issue shares pursuant to the HLS Performance Share Plan.

"that approval be and is hereby given to the Directors to:

- Offer and grant options in accordance with the provisions of the HLS Employee Share Option Scheme (the "Scheme") and to allot and issue from time to time, such number of shares as may be required to be issued pursuant to the exercise of options under the Scheme; and
- Offer and grant awards in accordance with the provisions of the HLS Performance Share Plan (the "Plan") and to allot and issue from time to time such number of shares as may be required to be issued pursuant to the release of awards under the Plan.

Provided always that the aggregate number of shares to be issued pursuant to the Scheme and the Plan shall not exceed 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company at any time."

[See Explanatory Note (iv)]

(Resolution 10)

By Order of the Board

Chew Kok Liang

Company Secretary
Singapore, 9 April 2014

Explanatory Notes:

- Dr Ong Seh Hong will, upon re-election, be considered an independent director and will remain as a Non-Executive Chairman, Chairman of Remuneration Committee and member of both the Audit and Risk Management and Nominating Committees.
Mr Chua Hua Hong will, upon re-election, be considered an executive director.
- The effect of the Ordinary Resolutions 4 and 5 above, are to re-appoint directors of the Company who are over 70 years of age. Mr Chua Leong Hai will, upon re-appointment as a Director of the Company, be considered non-independent and will remain as the CEO and a member of the Nominating Committee.
Mr Koh Lian Huat will, upon re-appointment as a Director of the Company, will be considered an independent non-executive director and will remain as the Lead Independent Director, the Chairman of the Audit and Risk Management Committee and member of the Nominating, Remuneration and Board Safety Committees.
- Resolution 9 above, if passed, will empower the Directors of the Company from the date of this AGM until the date 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, fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro rata basis to existing 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) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.
- Resolution 10, if passed, will empower the Directors to issue shares up to an amount in aggregate not exceeding 15%, of the issued share capital (excluding treasury shares) of the company pursuant to the HLS Share Option Scheme (the "Scheme") and the HLS Performance Share Plan (the "Plan") which was approved at the Extraordinary General Meeting of the Company on 1 December 2009. A copy of the respective Rules of the Scheme and of the Plan is available for inspection by shareholders during normal office hours at the Company's Registered Office.

Notes:

- A Member entitled to attend and vote at the AGM (the "Meeting") is entitled to appoint not more than two proxies to attend and vote in his/her stead. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a Member of the Company.
- If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at 80 Marine Parade Road #21-08, Parkway Parade, Singapore 449269 not less than forty-eight (48) hours before the time appointed for holding the Meeting.