

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of HOSENGROUP LTD. (the "Company") will be held at 267 Pandan Loop Singapore 128439 on 29 April 2014, at 12.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Financial Statements for the year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 1)**

2. To declare a first and final one-tier tax exempt dividend of 0.20 cents per ordinary share for the year ended 31 December 2013 (2012: 0.10 cent per ordinary share). **(Resolution 2)**

3. (a) To re-elect the following Directors retiring by rotation pursuant to Article 104 of the Company's Articles of Association:

Mdm Lim Kim Eng **(Resolution 3)**
Mr Wee Piew **(Resolution 4)**
Mr Ngiam Zee Moey **(Resolution 5)**

Mr Wee Piew will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee 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").

- (b) To note the retirement of Mr Yeo Boon Siah, a Director retiring pursuant to Article 104 of the Company's Articles of Association.

Mr Yeo Boon Siah will, upon retirement, cease as Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees.
[See Explanatory Note (i)]

4. To approve the payment of Directors' fees of S\$140,000 for the year ended 31 December 2013 (2012: S\$120,000). **(Resolution 6)**

5. To re-appoint BDO LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**

6. 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 resolution as an Ordinary Resolution, with or without any modifications:

7. Share Issue Mandate

That pursuant to Section 161 of the Companies Act, Cap. 50 (the "Companies Act") and Rule 806 of the Catalist Rules, authority be given to the Directors of the Company ("Directors") to issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or 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 to such persons as the Directors may, in their absolute discretion, deem fit provided that:

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed one hundred percent (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to all shareholders of the Company shall not exceed fifty percent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company;

- (b) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:

- (i) new shares arising from the conversion or exercise of convertible securities;
- (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed; and
- (iii) any subsequent bonus issue, consolidation or subdivision of shares;

- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, the Articles of Association of the Company; and

- (d) unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the Company's next Annual General Meeting 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 (ii)]

(Resolution 8)

By Order of the Board

Hazel Chia Luang Chew
Company Secretary

Singapore, 11 April 2014

Explanatory Notes:

- (i) Mr Yeo Boon Siah had informed the Company that he will not be seeking re-election at this Annual General Meeting. Accordingly, he will retire as a Director of the Company at the close of the Annual General Meeting pursuant to Article 104 of the Company's Articles of Association.
- (ii) Ordinary Resolution 8, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company up to an amount not more than one hundred percent (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to fifty percent (50%) may be issued other than on a pro-rata basis.

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 267 Pandan Loop Singapore 128439 not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting.