
NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of **HAFARY HOLDINGS LIMITED** ("**Company**") will be held at 8 Wilkie Road, #03-08, Wilkie Edge, Singapore 228095 on 26 October 2022 at 11:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions herein under:

ORDINARY RESOLUTION 1

Proposed Business Diversification

That:

- (a) approval be and is hereby given, for the Company to diversify its existing business to include manufacturing of tile and ceramic surfacing solutions, which would include the operating of tile manufacturing plants, and for all necessary steps to be taken to obtain the necessary approval for the proposed diversification; and
- (b) the Directors of the Company and any one of them be and are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to this resolution.

ORDINARY RESOLUTION 2

Proposed Acquisition

That:

- (a) approval be and is hereby given, for the purpose of Chapter 10 of the Listing Rules for the acquisition of the property located at 161 Lavender Street, Lavender Place, Singapore 338750 (the "**Property**"), for a consideration of S\$71,280,000, on the terms and subject to the conditions of the option to purchase the Property; and
- (b) the Directors of the Company and any one of them be and are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to this resolution.

ORDINARY RESOLUTION 3

New IPT Mandate

That:

- (a) approval be and is hereby given, for the adoption of a new Shareholders' general mandate in relation to interested person transactions in respect of Hap Seng Consolidated Berhad, its subsidiaries and its associates; and

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| (b) the Directors of the Company and any one of them be and are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to this resolution. |
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By Order of the Board

Low Kok Ann
Executive Director and Chief Executive Officer
Singapore
11 October 2022

Notes:

- (1) The EGM will be held, in a wholly physical format, at 8 Wilkie Road, #03-08, Wilkie Edge, Singapore 228095 on 26 October 2022 at 11:30 a.m. **There will be no option for Shareholders to participate virtually.**
- (2) Printed copies of this Notice of EGM will **NOT** be sent to Shareholders. Instead, this Notice of EGM will be made available to Shareholders by electronic means via publication on the Company's corporate website <https://www.hafary.com.sg/>. This Notice of EGM will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- (3) **Submission of Questions in Advance of the EGM**
 - (a) All Shareholders may submit substantial and relevant questions relating to the business of the EGM up till 18 October 2022 at 11:30 a.m., being seven (7) calendar days from the date of this Notice of EGM either:
 - (i) via post to Company's registered office at 105 Eunos Avenue 3, Singapore 409836; or
 - (ii) via electronic mail to enquiry@hafary.com.sg.Shareholders who submit questions in advance of the EGM should provide their full name, address, contact number, email and the manner in which they hold Shares (if you hold Shares directly, please provide your account number with The Central Depository (Pte) Limited ("CDP"); otherwise, please state if you hold your Shares through CPF or SRS or other Relevant Intermediary), for our verification purposes.
 - (b) The Company will endeavour to address all substantial and relevant questions:
 - (i) (if received by the deadline set out in note (3)(a) above) by 22 October 2022 at 11:30 a.m. (being more than 48 hours prior to the closing date and time for the lodgement of the forms of proxy), via an announcement on SGXNet and the Company's website; or
 - (ii) (if received after the deadline set out in note (3)(a) above) during the EGM.
 - (c) The Company will also, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNet and the Company's website, and the minutes will include the responses to the questions referred to above.
- (4) **Voting**

Shareholders who wish to exercise their voting rights at the EGM may:

 - (a) (where the Shareholder is an individual) attend and vote at the EGM; or
 - (b) (where the Shareholder is an individual or a corporate) appoint a proxy to vote on their behalf.

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Each of the resolutions to be put to the vote of members at the EGM (and at any adjournment thereof) will be voted on by way of a poll.

Shareholders (including Relevant Intermediaries, as defined in Section 181 of the Companies Act 1967 of Singapore) who wish to vote on any or all of the resolutions at the EGM via proxy must submit a form of proxy to appoint the proxy ("**Proxy Form**"). The Proxy Form must be submitted to the Company in the following manner:

- (a) if submitted by post, be lodged at the office of the Company's registered office at 105 Eunos Avenue 3, Singapore 409836; or
- (b) if submitted electronically, be submitted via email to enquiry@hafary.com.sg.

in either case **by no later than 11:30 a.m. on 24 October 2022, being 48 hours before the time appointed for the EGM.**

The accompanying Proxy Form for the EGM may be accessed via the Company's corporate website <https://www.hafary.com.sg/>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory. A proxy need not be a member of the Company.

In the case of submission of the Proxy Form appointing the Chairman of the EGM as proxy, it must be under the hand of the appointor or of his 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 seal or signed on its behalf by an attorney duly authorised in writing or by an authorised officer of the corporation. Where the instrument appointing the Chairman of the EGM as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.

A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act 1967 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.

An investor who holds shares through the CPF or the Supplementary Retirement Scheme ("**SRS**") and wishes to vote, should approach their respective CPF Agent Banks (i.e. the agent banks approved by CPF) or SRS Operators (i.e. the agent banks included in the SRS) to submit their votes to appoint the Chairman of the EGM as their proxy, at least 7 working days before the EGM (i.e. 14 October 2022).

The name of a Depositor (as defined under Section 81SF of the Securities and Futures Act 2001 of Singapore) must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to vote at the EGM.

(5) **Voting Results**

An independent scrutineer will be appointed by the Company to direct and supervise the counting and validation of all valid votes cast at the EGM. The voting results will be announced during the EGM and the Company will also issue an announcement on SGXNet on the results of the resolutions put to vote at the EGM.

"**Relevant Intermediary**" has the same meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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) for the purpose of the processing and administration by the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, "**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

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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.