



HIAP SENG ENGINEERING LTD
(JUDICIAL MANAGERS APPOINTED)

Company Reg No: 197100300Z

28 Tuas Crescent, Singapore 638719

Tel: (65) 6897 8082 Fax: (65) 6897 8081

Website: www.hiapseng.com Email: info@hiapseng.com

16 August 2023

Dear Shareholder,

We are pleased to enclose printed copies of the Notice of Annual General Meeting and Proxy Form for Hiap Seng Engineering Ltd's upcoming Annual General Meeting to be held on Thursday, 31 August 2023 at 2.30pm at Conference Room, 28 Tuas Crescent, Singapore 638719. The meeting will be held in a wholly physical format. **There will be no option for shareholders to participate virtually.**

In line with the Company's sustainability strategy, we have discontinued the practice of mailing Hiap Seng's Annual Report to shareholders. Instead, Hiap Seng's Annual Report for the financial year ended 31 March 2023 will be available for download from the Company's website at the URL <https://www.hiapseng.com/annual-report.php> and the SGX's website at the URL <https://www.sgx.com/securities/company-announcements> from the date of this letter. You will need an internet browser and PDF reader to view the Annual Report.

We sincerely hope that you will join our sustainability efforts and embrace e-communication. But if you still wish to receive printed copies of the Annual Report for this year, please complete the Request form via post, no later than 23 August 2023 to the following address-

Hiap Seng Engineering Ltd (Under Judicial Management)
c/o Boardroom Corporate & Advisory Services Pte Ltd
1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632.

By completing, signing and submitting the Request Form to us, you agree and acknowledge that we/or our service providers may collect, use and disclose your personal data, as contained in your submitted Request Form or which is otherwise collected from you (or your authorized representative(s)), for the purpose of processing and effecting your request for hard copies of the relevant documents.

Yours faithfully
For and on behalf of
Hiap Seng Engineering Ltd (Under Judicial Management)

Tan Hak Jin
Joint Company Secretary

Request Form

To: Hiap Seng Engineering Ltd (Under Judicial Management)
c/o Boardroom Corporate & Advisory Services Pte Ltd

NB: Please tick accordingly and submit this for to us by 23 August 2023. We regret that we will not be able to process any incomplete or improperly completed request.

I/We wish to receive a printed copy of the Annual Report FY2023.

The shares are held by me via (please tick):

CDP

CPF/SRS

Physical Scrip

Name of Shareholder(s): _____

Mailing Address: _____

Signature(s): _____

Date: _____

Note- This request is valid for the Annual Report only.

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(JUDICIAL MANAGERS APPOINTED)

Company Registration No. 197100300Z
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Hiap Seng Engineering Ltd (Judicial Managers appointed) (the "Company") will be held at Conference Room, 28 Tuas Crescent, Singapore 638719 on Thursday, 31 August 2023, at 2.30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as Ordinary Resolutions, with or without modifications:

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2023, together with the Directors' Statement and Report of the Auditors thereon. **(Resolution 1)**
2. To re-elect Mr Koh Kim Wah as a Director retiring pursuant to Article 91 of the Company's Constitution. **(See Explanatory Note 1)** **(Resolution 2)**
3. To record the retirement of Mr M. Rajaram as a Director retiring pursuant to Article 91 of the Company's Constitution. **(See Explanatory Note 2)**
4. To re-appoint Messrs PricewaterhouseCoopers LLP as Auditors of the Company and to authorize the Judicial Managers / Directors to fix their remuneration. **(Resolution 3)**

Oon Su Sun and Lin Yueh Hung
Joint and Several Judicial Managers

Singapore, 16 August 2023

Explanatory Notes:

1. Mr Koh Kim Wah will, upon re-election as a Director of the Company, remain as Chairman of Remuneration Committee and a member of Audit Committee and a member of the Nominating Committee. Detailed information of Mr Koh Kim Wah can be found under "Additional Information of Director Seeking Re-Election" section in the Annual Report 2023.
2. Mr M. Rajaram will, upon his retirement as a Director of the Company, cease to be Chairman of Nominating Committee and a member of Audit Committee and a member of Remuneration Committee.

Notes:

1. The Annual General Meeting of the Company ("AGM") is being convened, and will be held physically. Printed copies of this Notice, the accompany Proxy Form and the Request Form will be sent by post to members and it is also made available on the Company's website at the URL www.hiapseng.com and on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Members (including investors who holds shares under the Central Provident Fund and Supplementary Retirement Scheme ("CPF and SRS Investors")) may participate in the AGM by:
 - (a) Attending the AGM in person;
 - (b) Asking questions at the AGM or submitting questions in advance of the AGM; and/or
 - (c) Voting at the AGM (i) personally; or (ii) through duly appointed proxy(ies).
3. In view of the guidance note issued by the Singapore Exchange Regulation, a member may ask questions relating to the items on the agenda of the AGM by:
 - (a) Submitting question via mail to the registered office of the Company at 28 Tuas Crescent, Singapore 638719, or send electronic mail to info@hiapseng.com in advance of the AGM latest by 24 August 2023 at 2.30 p.m.; or
 - (b) "live Question and Answer" at the physical AGM.

When sending questions, members should also provide their full name (for individuals)/company name (for corporate), NRIC/Passport No./Company Registration number, email address, contact number, shareholding type and number of shares held for verification.

Shareholders are encouraged to submit their questions latest by 24 August 2023 at 2.30 p.m.. The Company will endeavour to address to all substantial and relevant questions submitted prior to the AGM by 25 August 2023 (at least 48 hours prior to the closing date and time for the lodgment of the proxy forms). The Company's response will be published on the SGX's website and the Company's website.

4. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote instead of him. A proxy need not be a member of the Company.
5. The Chairman of the meeting, as proxy, need not be a member of the Company. A member may appoint the Chairman of the meeting as his/her/its proxy. If a member wishes to appoint the Chairman of the meeting as proxy, such 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.
6. A member who is a Relevant Intermediary* entitled to attend the meeting and vote is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.
7. The instrument appointing a proxy must be submitted to the Company in the following manner:
 - (a) if in hard copy by post, be lodged at the Company's registered address at 28 Tuas Crescent Singapore 638719; or
 - (b) if by email, be received by info@hiapseng.com;

in either case, no later than 29 August 2023 by 2.30 p.m, being 48 hours before the time fixed for the AGM.

A member who wishes to submit an instrument of proxy must complete and sign the proxy form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above. Members are strongly encouraged to submit completed proxy forms electronically via email.

8. CPF and SRS Investors who wishes to vote at the AGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the AGM (i.e. by 22 August 2023 at 2.30 p.m.). CPF and SRS Investors are requested to contact their respective agent banks for any queries they may have with regard to the appointment of proxy/proxies for the AGM.
9. In the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM (i.e. by 28 August 2023 at 2.30 p.m.), as certified by The Central Depository (Pte) Limited to the Company.
10. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.

*"A Relevant intermediary" means:

- a. a banking corporation licensed under the Banking Act 1970, 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;
- b. a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds shares in that capacity; or
- c. the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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 Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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 member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained 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.

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IMPORTANT:

1. CPF and SRS investors who wish to vote, should approach their SRS Operators to submit their votes by 2.30 p.m. on 22 August 2023.
2. For investors who have used their CPF monies and/or SRS monies to buy the Company's shares, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. This Proxy Form is not valid for use by CPF Investors and SRS Investors and shall be ineffective for all intents and purported to be used by them.

PERSONAL DATA PRIVACY

By submitting this proxy form, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 16 August 2023.

*I/We _____ (Name)

*NRIC/Passport No./Co. Registration No. _____

of _____ (Address)

being a *member/members of the Company, hereby appoint

Name	Address	E-mail address	NRIC/Passport No.	Proportion of shareholdings to be represented by proxy	
				No. of Shares	%

and/or

Name	Address	E-mail address	NRIC/Passport No.	Proportion of shareholdings to be represented by proxy	
				No. of Shares	%

or failing *him/her, the Chairman of the Annual General Meeting of the Company ("AGM") as *my/our *proxy/proxies to vote for *me/us on *my/our behalf at the AGM to be held at Conference Room, 28 Tuas Crescent, Singapore 638719 on 31 August 2023 at 2.30 p.m. and at any adjournment thereof.

*I/We *direct my/our *proxy/proxies to vote for or against or abstain from voting on the Ordinary Resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, this Proxy Form shall be disregarded and the proxy shall abstain from voting on any matter arising at the AGM and at any adjournment thereof.

The Ordinary Resolutions put to the vote at the AGM shall be decided by way of poll.

No.	Ordinary Resolutions	No. of votes For [#]	No. of votes Against [#]	No. of votes Abstain [#]
1.	Audited Financial Statements for the financial year ended 31 March 2023 together with the Directors' Statement and the Auditors' Report thereon.			
2.	Re-election of Mr Koh Kim Wah as a director.			
3.	Re-appointment of Messrs PricewaterhouseCoopers LLP as Auditors			

If you wish for your proxy to cast all your votes "For" or "Against" a resolution, please indicate (X) or (v) within the "For" or "Against" box provided in respect of that resolution. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box provided in respect of that resolution. If you wish for your proxy to abstain from voting on that resolution, please indicate (X) or (v) within the "Abstain" box provided in respect of that resolution. Alternatively, please indicate the number of votes that your proxy is directed to abstain from voting in the "Abstain" box provided in respect of that resolution.

* Delete accordingly.

Dated this _____ day of _____ 2023

Total number of shares in	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Member(s)/Common Seal

IMPORTANT: Please read notes overleaf.



Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company (maintained by or on behalf of the Company), you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this proxy form shall be deemed to relate to all the shares held by you.
2. CPF and SRS Investors who wishes to vote at the AGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the AGM (i.e. by 22 August 2023 at 2.30 p.m.). CPF/SRS Investors should not directly appoint the Chairman as proxy to direct the vote.
3. A member who is a Relevant Intermediary* entitled to attend the meeting and vote is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

Relevant Intermediaries shall also appoint the Chairman of the AGM to act as proxy and direct the vote at the AGM. Together with the instrument appointing a proxy, the Relevant Intermediaries shall provide to the Company a list of attendees with such information setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of Shares and percentage) in relation to which each proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank/SRS Operator who intends to appoint CPF/SRS investors as its proxies shall comply with the note to the Notice of AGM. The appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed in the Proxy Form. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

4. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote instead of him. A proxy need not be a member of the Company. The Chairman of the AGM, as proxy, need not be a member of the Company.
5. The instrument appointing Chairman of the AGM as proxy must be under the hand of the appointor or of his 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 common seal or under the hand of its attorney or a duly authorised officer.
6. Where an instrument appointing Chairman of the AGM as proxy is signed and authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. The proxy form, duly completed and signed, must be submitted to the Company in the following manner:

- (a) if submitted by post, be lodged at the Company's registered address at 28 Tuas Crescent, Singapore 638719; or
- (b) if by email, be received by info@hiapseng.com;

in either case, by no later than 2.30 p.m. on 29 August 2023, being 48 hours before the time fixed for the AGM.

8. In the case of the members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any Proxy Form if the member being the appointor, is not shown to have shares entered against his/her/their name(s) in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
9. The instrument appointing a proxy must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorized officer.
10. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
11. A corporation that is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Companies Act 1967.
12. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy or proxies (such as in the case where the appointor submits more than one instrument appointing a proxy or proxies).