

**HOSEN GROUP LTD.**  
(Incorporated in Singapore)  
(Co. Reg. No: 200403029E)

## **INSTRUCTIONS TO SHAREHOLDERS FOR AGM 2020**

### **1. INTRODUCTION**

The Board of Directors (the “**Board**”) of Hosen Group Ltd. (the “**Company**”) refers to:

- (a) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, as amended from time to time (the “**Alternative Arrangements Order**”) which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
- (c) the Company’s announcement on 14 April 2020 of the automatic 60-days extension of time to hold the Company’s Annual General Meeting (the “**AGM**”) pursuant to the news release by SGX RegCo dated 7 April 2020 and the approval by ACRA obtained on 7 April 2020 to hold the Company’s AGM by 29 June 2020 at the latest.

### **2. DATE OF ANNUAL GENERAL MEETING**

The Board wishes to inform shareholders of the Company (the “**Shareholders**”) <sup>1</sup> that the AGM will be held by way of electronic means on 23 June 2020 at 3.00 p.m. (Singapore time).

The Company has on 14 April 2020 uploaded, among other documents, the annual report for the financial year ended 2019 (“**AR2019**”) and has today, along with this announcement, released the following documents in connection with the AGM on SGXNET:

- (a) the notice of the AGM dated 1 June 2020 (the “**Notice of AGM**”); and
- (b) the proxy form.

### **3. NO DESPATCH OF PRINTED COPIES OF DOCUMENTS**

In line with the provisions under the Alternative Arrangements Order, no printed copies of the AR2019, Appendix to the AR2019, Notice of AGM and proxy form will be despatched to Shareholders.

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<sup>1</sup>Shareholders are Registered holders of the Shares in the Register of Members maintained by the Company, except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, mean the Depositors in the Depository Register maintained by CDP whose Securities Accounts are credited with those Shares.

Electronic copies of AR2019 and Appendix to the AR2019 have been published via the Company's announcement released on 14 April 2020 and can be downloaded from SGXNet.

An electronic copy of each of the Notice of AGM and the proxy form has been made available on SGXNET.

#### **4. ALTERNATIVE ARRANGEMENTS FOR AGM**

##### **(a) No physical attendance**

In view of the circuit breaker measures and pursuant to the Alternative Arrangements Order, Shareholders will not be allowed to attend the AGM in person.

Alternative arrangements are instead put in place to allow Shareholders to participate in the AGM by:

- (i) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream. Shareholders who wish to participate as such will have to pre-register in the manner outlined in paragraph 4(b) below;
- (ii) submitting questions in advance of the AGM. Please refer to paragraph 4(c) below for further details; and
- (iii) appointing the Chairman of the AGM of the Company (the "**Chairman of the Meeting**") as proxy to attend, speak and vote on their behalf at the AGM. Please refer to paragraph 4(d) for further details.

##### **(b) Live audio-visual webcast and live audio-only stream**

The AGM proceedings will be conducted via electronic means. Shareholders will be able to (i) observe these proceedings through a live audio-visual webcast via their mobile phones, tablets or computers, or (ii) listen to these proceedings through a live audio-only stream via telephone. In order to do the above, Shareholders will have to follow these steps:

- (i) Shareholders who wish to observe or listen to the live audio-visual webcast or live audio-only stream must pre-register by clicking on the following link and submitting the online registration form at URL <https://www.bigbangdesign.co/hosengroup-pre-registration-microsite/> no later than 3.00 p.m. on 19 June 2020 (the "**Registration Deadline**")

Following authentication of a shareholder's status as Shareholders, such authenticated Shareholders will receive an email containing the login credentials and the link to access the live audio-visual webcast or live audio-only stream of the AGM proceedings.

- (ii) Shareholders who have pre-registered by the Registration Deadline but do not receive the aforementioned email by 3.00 p.m. on 22 June 2020 should contact the Company's share registrar, B.A.C.S. Private Ltd for assistance at email address: [main@zicoholdings.com](mailto:main@zicoholdings.com).

Shareholders **MUST NOT** forward the unique link to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the live audio-visual webcast and live audio-only stream.

(c) **Submission of questions**

Shareholders may also submit questions related to the resolutions to be tabled for approval at the AGM.

All questions must be submitted no later than 3.00 p.m. on 19 June 2020 (the “**Submission Deadline**”) via email to [hosenagm2020@hosengroup.com](mailto:hosenagm2020@hosengroup.com) or by post to the registered office of the Company at 267 Pandan Loop, Singapore 128439.

The Company will endeavour to address substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM.

Please note that Shareholders will not be able to ask questions at the AGM and accordingly, it is important for Shareholders to submit their questions by the Submission Deadline. Minutes of the AGM will be released via SGXNet within one month after the AGM.

(d) **Voting by proxy**

Shareholders will not be able to vote online during the AGM. Instead, if Shareholders (whether individuals or corporates) wish to exercise their votes, they must submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf.

Shareholders (whether individuals or corporates) appointing the Chairman of the Meeting as proxy must give specific instructions as to voting for or voting against, or abstentions from voting on, each resolution in the proxy form, failing which the appointment and votes will be treated as invalid.

The proxy form must be submitted to the Company no later than 3.00 p.m. on 21 June 2020 through any one of the following means:

- (i) if sent by post, be lodged at the registered office of the Company at 267 Pandan Loop, Singapore 128439, or
- (ii) if submitted by email, scanned PDF copy be received by the Company at [hosenagm2020@hosengroup.com](mailto:hosenagm2020@hosengroup.com).

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

Shareholders who hold their shares through relevant intermediaries<sup>2</sup> (including CPFIS Members or SRS investors) and who wish to exercise their votes by appointing the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including their respective CPF Agent Banks or SRS Approved Banks) to submit their voting instructions at least seven (7) working days prior to the date of the AGM.

As the COVID-19 situation is still evolving, the Company has to implement measures to take into account the requirements, guidelines and recommendations of regulatory bodies and government agencies from time to time. Accordingly, the Company may be required to change its AGM arrangements at short notice.

Shareholders are advised to closely monitor announcements made by the Company on SGXNET.

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<sup>2</sup> A relevant intermediary is either:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
- (b) a capital markets services licence holder which provides custodial services for securities and holds shares in that capacity; or
- (c) Central Provident Fund (“CPF”) Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased on behalf of CPF investors.

The Company seeks the understanding and co-operation of all Shareholders in enabling the Company to hold and conduct the AGM in compliance with the circuit breaker measures to stem the spread of COVID-19 infections.

BY ORDER OF THE BOARD

Lim Hai Cheok  
Chief Executive Officer

1 June 2020

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*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist.*

*This announcement has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in the announcement.*

*The contact person for the Sponsor is Mr Joseph Au, Associate Director, Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: [sponsorship@ppcf.com.sg](mailto:sponsorship@ppcf.com.sg)).*