

# PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

## HIAP SENG ENGINEERING LTD (UNDER JUDICIAL MANAGEMENT)

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 197100300Z)

## PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

### IMPORTANT:

- The Extraordinary General Meeting (the "EGM") of Hiap Seng Engineering Ltd will be held in person at Conference Room, 28 Tuas Crescent, Singapore 638719.
- An investor who holds shares under the Central Provident Fund Investment Scheme (the "CPFIS Member") and/or the Supplementary Retirement Scheme (the "SRS Investor") (as may be applicable) may attend and cast their vote(s) at the EGM in person if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies. Alternatively, CPF Members / SRS Investors may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) business days before the EGM (i.e. by 2.30 p.m. on 17 November 2023), and such CPFIS Member and/or SRS Investors shall be precluded from attending the EGM.
- This Proxy Form for the EGM is not valid for use by CPFIS Members and SRS Investors and shall be ineffective for all intents and purported to be used by them.
- All capitalised terms used in this Proxy Form for the EGM which are not otherwise defined herein shall bear the same meanings ascribed to them in the circular to the Shareholders of the Company dated 6 November 2023 (the "Circular").
- This Proxy Form for the EGM may be downloaded from SGXNet (<https://www.sgx.com/securities/company-announcements>) and the website of the Company ([www.hiapseng.com](http://www.hiapseng.com)). A printed copy of this Proxy Form for the EGM will be despatched to Shareholders.
- Personal Data Privacy:** By submitting this Proxy Form for the EGM, the member accept and agrees to the personal data privacy terms set out in the Notice of the EGM dated 6 November 2023.

\*I/We, \_\_\_\_\_ (Name)

\_\_\_\_\_ (NRIC / Passport / Co. Registration Number)

of \_\_\_\_\_ (Address)

being a member/members\* of **HIAP SENG ENGINEERING LTD (UNDER JUDICIAL MANAGEMENT)** (the "Company"), hereby appoint:

Name:	Address:	NRIC / Passport Number	Proportion of Shareholdings (%)	
			No of Shares	%

and/or

Name:	Address:	NRIC / Passport Number	Proportion of Shareholdings (%)	
			No of Shares	%

or failing the person, or either or both of the persons, referred to above, the Chairman of the EGM as \*my/our proxy to vote for \*me/us on \*my/our behalf at the EGM to be held at Conference Room, 28 Tuas Crescent, Singapore 638719 on 28 November 2023 at 2.30 p.m. and at any adjournment thereof. \*I/We direct \*my/our proxy to vote for, vote against or abstain from voting on the resolutions to be proposed at the EGM as indicated hereunder.

If no specific direction as to voting is given, in respect of a resolution, the \*proxy/proxies will vote or abstain from voting at \*his/her/their discretion.

The resolutions put to vote at the EGM shall be decided by way of poll<sup>(1)</sup>.

No.	Ordinary Resolution	Number of votes FOR <sup>(2)</sup>	Number of votes AGAINST <sup>(2)</sup>	Number of votes ABSTAIN <sup>(2)</sup>
1.	To approve the Proposed Subscription			
2.	To approve the Proposed Grant of Options			
3.	To approve the Proposed Issue of Settlement Shares			
4.	To approve the proposed issue of certain Settlement Shares to Mr. Richard Tan Leau Kuee @ Tan Chow Kuee			



## PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

No.	Ordinary Resolution	Number of votes FOR <sup>(2)</sup>	Number of votes AGAINST <sup>(2)</sup>	Number of votes ABSTAIN <sup>(2)</sup>
5.	To approve the proposed issue of certain Settlement Shares to Mr. Koh Kim Wah			
6.	To approve the proposed issue of certain Settlement Shares to Mr. Tan Yaw Song			
7.	To approve the proposed issue of certain Settlement Shares to Mr. Tan Yew Kun			
8.	To approve the Proposed Transfer of Controlling Interest to Vibrant			
9.	To approve the Potential Transfer of Controlling Interest to Tian Yuan			
10.	To approve the Proposed Whitewash Resolution			
11.	To approve the Proposed Rights Issue			
12.	To approve the proposed appointment of Mr. Sebastian Tan Cher Liang as director of the New Listco			
13.	To approve the proposed appointment of Mr. Khua Kian Hua as director of the New Listco			
14.	To approve the proposed appointment of Mr. Tan Phuay Hung, Max as director of the New Listco			
15.	To approve the proposed appointment of Mr. Piti Pramotedham as director of the New Listco			
16.	To approve the proposed appointment of Mr. David Ong Kim Huat as director of the New Listco			
	<b>Special Resolution</b>			
1.	To approve the proposed ratification of the New Listco Constitution			

<sup>(1)</sup>Voting will be conducted by poll. If you wish for your proxy/proxies to cast all your votes "For" or "Against" a resolution, please tick (√) 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 the resolutions.

<sup>(2)</sup>If you wish for your proxy/proxies to abstain from voting on the resolutions, please tick (√) within the "Abstain" box provided in respect of the resolutions. Alternatively, please indicate the number of votes that your proxy/proxies is directed to abstain from voting in the "Abstain" box provided in respect of the resolutions.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

Total Number of shares held in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

\_\_\_\_\_  
Signature(s) of Shareholder(s) or  
Common Seal of Corporate Shareholder

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

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## PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

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### 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 SFA), 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. This Proxy Form may be downloaded from SGXNet (<https://www.sgx.com/securities/company-announcements>) or the website of the Company ([www.hiapseng.com](http://www.hiapseng.com)).
3.
  - (a) A member (who is not a relevant intermediary) entitled to attend, speak and vote at the EGM is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her/its stead. Where such member's Proxy Form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in this Proxy Form (expressed as a percentage of a whole). If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of the shareholdings and the second named proxy shall be deemed to be an alternate to the first named proxy.
  - (b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in this Proxy Form. In such event, the relevant intermediary shall submit a list of its proxies setting out number and class of shares in relation to which each proxy has been appointed together with the information required in this Proxy Form to the Company.

"Relevant intermediary" shall have the meaning ascribed to it in Section 181 of the Companies Act.

4. A proxy need not be a member of the Company. The Chairman of the EGM, as proxy, need not be a member of the Company.
5. This Proxy Form must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged with the Company's registered office at 28 Tuas Crescent Singapore 638719; or
  - (b) if submitted electronically, via email to [info@hiapseng.com](mailto:info@hiapseng.com),

in either case, by **2.30 p.m. on 26 November 2023 (not less than 48 hours before the time appointed for holding the EGM)**.

A member who wishes to submit an instrument appointing a proxy(ies) by post or via email can download a copy of this Proxy Form from SGXNet (<https://www.sgx.com/securities/company-announcements>) or the website of the Company ([www.hiapseng.com](http://www.hiapseng.com)), and complete and sign this Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

6. Subject to note 10, completion and return of this Proxy Form does not preclude a member from attending, speaking and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the EGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under this Proxy Form, to the EGM.
7. This Proxy Form must, if submitted by post or electronically via email, be signed under the hand of the appointor or of his/her attorney duly authorised in writing. Where this Proxy Form is executed by a corporation, it must, if submitted by post or electronically via email, be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
8. Where this Proxy Form 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), if submitted by post, be lodged with this Proxy Form or, if submitted electronically via email, be emailed with this Proxy Form, failing which this Proxy Form may be treated as invalid.
9. A corporation which 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 EGM, in accordance with Section 179 of the Companies Act, 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.
10. CPFIS Members and SRS Investors: (a) may attend and cast their vote(s) at the EGM in person if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) business days before the EGM (**i.e. by 2.30 p.m. on 17 November 2023**), and such CPFIS Members and/or SRS Investors shall be precluded from attending the EGM.

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## PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

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11. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of shares entered in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM (**i.e. 2.30 p.m. on 25 November 2023**), as certified by CDP to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and vote thereat unless his/her/its name appears on the Depository Register 72 hours before the time appointed for the EGM.

# PROXY FORM FOR SHAREHOLDERS' SCHEME MEETING

## HIAP SENG ENGINEERING LTD (UNDER JUDICIAL MANAGEMENT)

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 197100300Z)

## PROXY FORM FOR SHAREHOLDERS' SCHEME MEETING

### IMPORTANT:

- The Shareholders' Scheme Meeting is being convened and will be held in person on 28 November 2023 at 3.00 p.m. (or as soon thereafter following the conclusion of the extraordinary general meeting of the Company to be held in person at 2.30 p.m. on the same day and at the same place (or its adjournment thereof)) at Conference Room, 28 Tuas Crescent, Singapore 638719.
- (a) Investors who hold shares under the Central Provident Fund Investment Scheme (the "CPFIS Members") and/or the Supplementary Retirement Scheme (the "SRS Investors") (as may be applicable) who (i) wish to attend the Shareholders' Scheme Meeting as observers; and/or (ii) vote by appointing the Chairman of the Shareholders' Scheme Meeting as proxy, will have to submit their relevant requests through their respective CPF Agent Banks or SRS Operators so that CPF Agent Banks or SRS Operators may register with the Company.  
(b) CPF Agent Banks or SRS Operators acting on the request of CPFIS Members and SRS Investors who (i) wish to attend the Shareholders' Scheme Meeting as observers; and/or (ii) vote by appointing the Chairman of the Shareholders' Scheme Meeting as proxy, are required to submit in writing, a list of details of the following, in relation to the CPFIS Members and SRS Investors: (1) full name; (2) full NRIC/FIN/Passport/Company Registration number; (3) address, contact number and email address; and (4) the number of Shares held and manner to be voted. The list, signed by an authorised signatory of the CPF Agent Banks or SRS Operators, should reach the Company's registered office at 28 Tuas Crescent Singapore 638719, at least 48 hours before the time appointed for holding the Shareholders' Scheme Meeting (i.e. by 3.00 p.m. on 26 November 2023).
- This Proxy Form is not valid for use by CPFIS Members and SRS Investors and shall be ineffective for all intents and purported to be used by them.
- All capitalised terms used in this Proxy Form for the Shareholders' Scheme Meeting which are not otherwise defined herein shall bear the same meanings ascribed to them in the circular to the Shareholders of the Company dated 6 November 2023 which includes the Shareholders' Scheme and the Shareholders' Scheme Explanatory Statement (the "Circular").
- This Proxy Form for the Shareholders' Scheme Meeting may be downloaded from SGXNet (<https://www.sgx.com/securities/company-announcements>) and the website of the Company ([www.hiapseng.com](http://www.hiapseng.com)). A printed copy of this Proxy Form for the Shareholders' Scheme Meeting will be despatched to Shareholders.
- Personal Data Privacy:** By submitting this Proxy Form for the Shareholders' Scheme Meeting, the member accept and agrees to the personal data privacy terms set out in the Notice of the Shareholders' Scheme Meeting dated 6 November 2023.

\*I/We, \_\_\_\_\_ (Name)

\_\_\_\_\_ (NRIC / Passport / Co. Registration Number)

of \_\_\_\_\_ (Address)

being a \*member / members ("Shareholder" or "Shareholders" as the case may be) holding ordinary shares in the capital of **HIAP SENG ENGINEERING LTD (UNDER JUDICIAL MANAGEMENT)** (the "Company"), hereby appoint:

Name:	Address:	NRIC / Passport Number

or failing \*him/her, the Chairman of the Shareholders' Scheme Meeting or such other person as the Chairman may designate as \*my/our proxy to vote for \*me/us on \*my/our behalf at the Shareholders' Scheme Meeting to be held at Conference Room, 28 Tuas Crescent, Singapore 638719 on 28 November 2023 at 3.00 p.m. (or as soon thereafter following the conclusion of the EGM to be held in person at 2.30 p.m. on the same day (or its adjournment thereof)) and at any adjournment thereof.

\*I/We direct \*my/our proxy to vote for, vote against or abstain from voting on the resolution to be proposed at the Shareholders' Scheme Meeting as indicated hereunder. If no specific direction as to voting is given, in respect of a resolution, the proxy will vote or abstain from voting at \*his/her/their discretion.

The resolution put to vote at the Shareholders' Scheme Meeting shall be decided by way of poll<sup>(1)</sup>.

No.	Ordinary Resolution	Number of votes FOR <sup>(2)</sup>	Number of votes AGAINST <sup>(2)</sup>	Number of votes ABSTAIN <sup>(2)</sup>
1.	To approve the Shareholders' Scheme			

<sup>(1)</sup>Voting will be conducted by poll. If you wish for your proxy to cast all your votes "For" or "Against" a resolution, please tick (✓) 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 the resolutions.

<sup>(2)</sup>If you wish for your proxy to abstain from voting on the resolutions, please tick (✓) within the "Abstain" box provided in respect of the resolutions. Alternatively, please indicate the number of votes that your proxy is directed to abstain from voting in the "Abstain" box provided in respect of the resolutions.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

Total Number of shares held in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

\_\_\_\_\_  
Signature(s) of Shareholder(s) or  
Common Seal of Corporate Shareholder

**IMPORTANT: PLEASE READ NOTES OVERLEAF**



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## PROXY FORM FOR SHAREHOLDERS' SCHEME MEETING

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### 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 SFA), 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. This Proxy Form may be downloaded from SGXNet (<https://www.sgx.com/securities/company-announcements>) or the website of the Company ([www.hiapseng.com](http://www.hiapseng.com)).
3. A Shareholder entitled to attend, speak and vote at the Shareholders' Scheme Meeting is entitled to appoint one (and not more than one) person as his/her/its proxy to attend and vote in his/her/its stead.
4. A proxy need not be a member of the Company. The Chairman of the Shareholders' Scheme Meeting, as proxy, need not be a member of the Company.
5. This Proxy Form must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged with the Company's registered office at 28 Tuas Crescent Singapore 638719; or
  - (b) if submitted electronically, via email to [info@hiapseng.com](mailto:info@hiapseng.com),

in either case, by **3.00 p.m. on 26 November 2023 (not less than 48 hours before the time appointed for holding the Shareholders' Scheme Meeting)**.

A Shareholder who wishes to submit an instrument appointing a proxy by post or via email can download a copy of this Proxy Form from SGXNet (<https://www.sgx.com/securities/company-announcements>) or the website of the Company ([www.hiapseng.com](http://www.hiapseng.com)), and complete and sign this Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

6. Subject to note 11, completion and return of this Proxy Form does not preclude a Shareholder from attending, speaking and voting at the Shareholders' Scheme Meeting. Any appointment of a proxy shall be deemed to be revoked if a Shareholder attends the Shareholders' Scheme Meeting in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under this Proxy Form, to the Shareholders' Scheme Meeting.
7. This Proxy Form must, if submitted by post or electronically via email, be signed under the hand of the appointor or of his/her attorney duly authorised in writing. Where this Proxy Form is executed by a corporation, it must, if submitted by post or electronically via email, be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
8. Where this Proxy Form 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), if submitted by post, be lodged with this Proxy Form or, if submitted electronically via email, be emailed with this Proxy Form, failing which this Proxy Form may be treated as invalid.
9. 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 Shareholders' Scheme Meeting, in accordance with Section 179 of the Companies Act, 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.
10.
  - (a) CPFIS Members and SRS Investors who (i) wish to attend the Shareholders' Scheme Meeting as observers; and/or (ii) vote by appointing the Chairman of the Shareholders' Scheme Meeting as proxy, will have to submit their relevant requests through their respective CPF Agent Banks or SRS Operators so that CPF Agent Banks or SRS Operators may register with the Company.
  - (b) CPF Agent Banks or SRS Operators acting on the request of CPFIS Members and SRS Investors who (i) wish to attend the Shareholders' Scheme Meeting as observers; and/or (ii) vote by appointing the Chairman of the Shareholders' Scheme Meeting as proxy, are required to submit in writing, a list of details of the following, in relation to the CPFIS Members and SRS Investors: (1) full name; (2) full NRIC/FIN/Passport/Company Registration number; (3) address, contact number and email address; and (4) the number of Shares held and manner to be voted. The list, signed by an authorised signatory of the CPF Agent Banks or SRS Operators, should reach the Company's registered office at 28 Tuas Crescent Singapore 638719, at least 48 hours before the time appointed for holding the Shareholders' Scheme Meeting (**i.e. by 3.00 p.m. on 26 November 2023**).
11. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the Shareholders' Scheme Meeting (**i.e. 3.00 p.m. on 25 November 2023**), as certified by CDP to the Company. A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the Shareholders' Scheme Meeting and vote thereat unless his/her/its name appears on the Depository Register 72 hours before the time appointed for the Shareholders' Scheme Meeting.