
NOTICE OF EXTRAORDINARY GENERAL MEETING



HYFLUX LTD

(Company Registration No. 200002722Z)
(Incorporated in the Republic of Singapore)

*Unless otherwise defined, all capitalised terms herein shall bear the same meanings as used in the circular dated 29 March 2019 issued by the Company to its Shareholders (the "**Circular**").*

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Hyflux Ltd (the "**Company**") will be held at Hyflux Innovation Centre, 80 Bendemeer Road, Singapore 339949 on 15 April 2019 at 2.00 p.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without modification(s), the following resolutions, each of which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION 1: THE PROPOSED ADOPTION OF THE PREFERENCE SHARES BUYBACK

That subject to and contingent upon (a) the Proposed Scheme coming into effect and (b) the passing of Ordinary Resolutions 2, 3 and 4:

- (a) for the purposes of Section 76C of the Companies Act (Chapter 50 of Singapore), the exercise by the Directors of all the powers of the Company to purchase the Preference Shares of the Company in accordance with the terms set out in this Circular (including the maximum number of Preference Shares that may be purchased by the Company and the maximum price that may be paid by the Company for such purchase, in each case, as set out in Section 3.2 of the Circular) and the Proposed Scheme be and is hereby authorised ("**Preference Shares Buyback**");
- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Preference Shares Buyback may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this resolution and expiring on the earliest of:
 - (a) the date on which the next annual general meeting of the Company is held or required by law to be held;
 - (b) the date on which the authority conferred by the Preference Shares Buyback is revoked or varied by the Shareholders in a general meeting; and
 - (c) the date on which the purchases and acquisitions of the Preference Shares pursuant to the Preference Shares Buyback are carried out to the full extent mandated.
- (c) the Directors or any of them be and are hereby authorised to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give full effect to this resolution.

ORDINARY RESOLUTION 2: APPROVAL FOR THE DEBT CONVERSION SHARES ISSUANCE

That subject to and contingent upon (a) the Proposed Scheme coming into effect and (b) the passing of Ordinary Resolutions 1, 3 and 4:

- (a) the Directors or any of them be and are hereby authorised to allot and issue the Debt Conversion Shares at an issue price of approximately S\$0.034 per Debt Conversion Share, subject to and in accordance with the terms and conditions of the Proposed Scheme, to entitled Scheme Parties, free from all and any Encumbrances and ranking *pari passu* in all respects with the then existing Shares;

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- (b) the Directors or any of them be and are hereby authorised to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give full effect to this resolution; and
- (c) any acts, matters and things done or performed, and/or documents signed, executed, sealed and/or delivered by the Directors or any of them in connection with the Debt Conversion Shares Issuance under the Proposed Scheme be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 3: APPROVAL FOR THE PROPOSED SMI INVESTMENT

That subject to and contingent upon (a) the Proposed Scheme coming into effect and (b) the passing of Ordinary Resolutions 1, 2 and 4:

- (a) the Proposed SMI Investment be and is approved, confirmed and ratified;
- (b) the Directors or any of them be and are hereby authorised to allot and issue the SMI Shares (for an aggregate issue price of S\$400,000,000 and at an issue price of approximately S\$0.034 per SMI Share) credited as fully paid up, free from all and any Encumbrances and ranking *pari passu* in all respects with all existing Shares;
- (c) the Directors or any of them be and are hereby authorised to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give full effect to this resolution; and
- (d) any acts, matters and things done or performed, and/or documents signed, executed, sealed and/or delivered by the Directors or any of them in connection with the Proposed SMI Investment be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 4: APPROVAL FOR THE PROPOSED WHITEWASH RESOLUTION

That, subject to and contingent upon (a) the Proposed Scheme coming into effect and (b) the passing of Ordinary Resolutions 1, 2 and 3, in accordance with the letter dated 25 March 2019 from the SIC, the Shareholders of the Company do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer from the Investor under Rule 14.1 of the Code as a result of or arising from the issuance of the SMI Shares.

BY ORDER OF THE BOARD

Lim Poh Fong
Company Secretary
29 March 2019

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Notes:

1. A Member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the above meeting (“**Meeting**”) is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
3. The instrument appointing a proxy must be deposited at the registered office of the Company at Hyflux Innovation Centre, 80 Bendemeer Road, Singapore 339949 not less than 72 hours before the time appointed for holding the Meeting.

* “**Relevant Intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 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 Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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.