

HIAP TONG CORPORATION LTD.Company Registration No. 200800657N
Incorporated in the Republic of Singapore**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting ("AGM") of Hiap Tong Corporation Ltd will be held at SAFRA Jurong Club, Evergreen Room 4 (Level 3), 333 Boon Lay Way, Singapore 649848, on Wednesday, 26 July 2017 at 2.30 p.m. for the purpose of transacting the following business:

AS ORDINARY BUSINESS

- | | |
|--|------------------------------|
| 1. To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 March 2017 together with the Auditors' Report thereon. | Resolution 1 |
| 2. To approve the payment of Directors' fees of S\$90,490 for the financial year ended 31 March 2017. | Resolution 2 |
| 3. To approve the payment of Director's fee of S\$14,425 for the period 1 April 2017 to 26 July 2017. [refer to explanatory note (i)] | Resolution 3 |
| 4. To re-elect the following Directors retiring pursuant to the Company's Constitution:
(i) Mr Ong Teck Meng (Article 91)
(ii) Mr Ong Lim San (Article 91) | Resolution 4
Resolution 5 |
| To record the retirement of Mr Tan Eng Ann as a Director pursuant to Article 91 of the Company's Constitution at the conclusion of the AGM. [refer to explanatory note (ii)] | |
| 5. To re-appoint KPMG LLP, Public Accountants and Chartered Accountants, Singapore and to authorize the Directors to fix the Auditors' remuneration. | Resolution 6 |

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modifications) as Ordinary Resolutions:-

- | | |
|---|--------------|
| 6. Authority to allot and issue new shares in the capital of the Company
"That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited, the Directors of the Company be authorised and empowered to: issue shares and convertible securities in the capital of the Company, including additional convertible securities issued pursuant to adjustments and new shares arising from the conversion of convertible securities and additional convertible securities (whether by way of rights, bonus or otherwise or in pursuance of any offer, agreement or option made or granted by the Directors during the continuance of this authority which would or might require shares or convertible securities to be issued during the continuance of this authority or thereafter) at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit (notwithstanding that such issue of shares pursuant to the offer, agreement or option or the conversion of the convertible securities may occur after the expiration of the authority contained in this Resolution), provided that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution shall not exceed 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company, and provided further that where shareholders of the Company with registered addresses in Singapore are not given an opportunity to participate in the same on a pro-rata basis, then the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to all existing shareholders of the Company must not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company, and for the purpose of this Resolution, the percentage of the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the Company's total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed (after adjusting for (i) new shares arising from the conversion or exercise of convertible securities, (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with the Listing Manual of the SGX-ST and (iii) any subsequent bonus issue, consolidation or subdivision of shares), and unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier." [See Explanatory Note (iii)] | Resolution 7 |
|---|--------------|

By Order of the Board

Lo Swee Oi
Company Secretary
Singapore, 10 July 2017**Explanatory Notes on Resolutions to be passed:**

- (i) The Director's Fee of S\$14,425, if approved, will be paid to Mr Tan Eng Ann for the period 1 April 2017 to 26 July 2017.
- (ii) Mr Tan Eng Ann, who is retiring by rotation at the AGM pursuant to Article 91 of the Company's Constitution, has expressed his intention to retire at the AGM and will not be seeking re-election.
Mr Tan Eng Ann, a Lead Independent Director, will retire from the Board of Directors at the conclusion of the AGM on 26 July 2017 and will concurrently cease to be the Chairman of the Audit Committee and Member of the Remuneration and Nominating Committees.
- (iii) The Ordinary Resolution 7 proposed in item 6 above, if passed, will empower the Directors from the date of the above AGM until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The aggregate number of shares (including any shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution shall not exceed 100% of the total issued shares (excluding treasury shares and subsidiary holdings), of which the aggregate number of shares and/or convertible securities other than on a pro-rata basis to all existing shareholders of the Company shall not exceed 50% of the total issued shares (excluding treasury shares and subsidiary holdings).

Notes:

- (1) Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where a member appoints more than one proxy, he shall specify the proportion of his shares to be represented by each proxy.
- (2) If a proxy is to be appointed, the form must be deposited at the registered office of the Company, at 22 Soon Lee Road Singapore 628082, not less than 48 hours before the meeting.
- (3) The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
- (4) In the case of joint shareholders, all holders must sign the form of proxy.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) 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), 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) 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.

This notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, CIMB Bank Berhad, Singapore Branch (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), this being the SGX-ST Listing Manual Section B: Rules of Catalist. The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact persons for the Sponsor are Mr Yee Chia Hsing, Head, Catalist, Investment Banking and Mr Lee Chee Cheong, Associate Director, Investment Banking, CIMB Bank Berhad, Singapore Branch, at 50 Raffles Place, #09-01 Singapore Land Tower, Singapore 048623, Telephone: (65) 6337 5115.