



IMPORTANT AGM NOTICE ON COVID-19

Due to the fast-evolving COVID-19 situation in Singapore, stringent measures are currently in place to minimise the spread of COVID-19. The Company will fully comply with all such measures. The Company may be required to change its AGM arrangements at short notice. Shareholders are advised to check on the SGXNet for any latest updates on changes, if any.

For the safety and wellbeing of our shareholders and personnel, shareholders should refrain from attending the AGM in person. Shareholders should not send another person as proxy or representative to attend the AGM. Any attendees of the AGM without prior arrangement will be turned away for their own safety and the safety of the Company's personnel.

1. Proxy Voting

Shareholders who wish to vote for the resolutions, must appoint "Chairman of the Meeting" as their proxy by completing the proxy form attached to the Notice of AGM.

Shareholder can either choose to submit the completed and signed proxy form by:-

- (i) Depositing it at the Registered Office of the Company 449269 Road, #16-08 Parkway Parade, Singapore 449269, or
- (ii) Email it to info@hlsgroup.com.sg

not less than seventy-two (72) hours before the time appointed for holding the AGM of the Company. Any incomplete and incorrect proxy forms will be rejected by the Company.

For CPF or SRS investors who wish to appoint the chairperson as their proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the general meetings.

2. Live Webcast

Shareholders may access the live webcast of the AGM proceedings at an online link that will be provided upon pre-registration. The online link will also provide option to submit questions related to resolutions to be approved at the AGM. Please check the Company's website www.hlsgroup.com.sg ("Investor Relations" page) for further information.

Shareholders may also email their full name, NRIC/Passport No./Company Registration No. and address to info@hlsgroup.com.sg for registration.

Pre-registration to be completed not less than 72 hours before the time appointed for the AGM. Only Shareholders of the Company will be able to register to watch the live webcast.

After verification, authenticated shareholders (or their proxies) will receive an email confirmation by 22 April 2020 with necessary password and online link to access the live webcast of the AGM proceedings.

Shareholders who are watching the live webcast will not be able to vote online.

3. Shareholders' Queries and Answers

Shareholders may submit any questions that are related to any resolutions to be tabled for approval at the AGM, Shareholders may send their queries before 19 April 2020, via email to our Chief Financial Officer at info@hlsgroup.com.sg or the online link provide in the Company website.

The Company will endeavour to upload the Company's responses to substantial queries from Shareholders on the SGXNet by 22 April 2020. Any subsequent queries after 19 April 2020, will be addressed during the AGM. The Company is unable to take on questions through the live webcast proceedings.

The Company seek the understanding and cooperation of all Shareholders to minimise the risk of community spread of the COVID-19.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **HOCK LIAN SENG HOLDINGS LIMITED** (the "Company") will be held at 80 Marine Parade Road, #16-08 Parkway Parade, Singapore 449269 on Thursday, 23 April 2020 at 9.30 a.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2019 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company who are retiring pursuant to Regulation 97 of the Constitution of the Company:-
 - (i) Mr Kee Guan Chua **(Resolution 2)**
 - (ii) Ms Chua Siok Peng **(Resolution 3)**
 [See Explanatory Note (i)]
3. To declare a first and final dividend (tax exempt one-tier) of 1.2 Singapore cents per ordinary share for the financial year ended 31 December 2019. **(Resolution 4)**
4. To approve the payment of Directors' fees of S\$192,000 for the financial year ended 31 December 2019 (FY2018: S\$205,000). **(Resolution 5)**
5. To re-appoint Messrs Ernst & Young LLP, Certified Public Accountants, as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

SPECIAL BUSINESS

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

7. **Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited**
That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:-
 - (A) (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise;
 - (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares;
 - (iii) issue additional Instrument arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues;
 at any time and upon such terms and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
 - (B) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares pursuant to any Instrument made or granted by the Directors of the Company while this Resolution was in force, provided that:-
 - (1) the aggregate number of shares (including shares to be issued pursuant to the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) and subsidiary holdings in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a *pro rata* basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) and subsidiary holdings in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
 - (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares) and subsidiary holdings in the capital of the Company at the time of the passing of this Resolution, after adjusting for:-
 - (a) new shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares.
 Adjustments in accordance with 7(2)(a) or 7(2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of the Share Issue Mandate.
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in General Meeting, the authority conferred by this Resolution shall continue in force (i) 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 or (ii) in the case of next Annual General Meeting in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments. **(Resolution 7)**

[See Explanatory Note (ii)]

By Order of the Board

Chew Kok Liang/Siau Kuei Lian
Joint Company Secretaries
Singapore

7 April 2020

Explanatory Notes:-

- (i) Mr Kee Guan Chua will, upon re-election as a Director of the Company, remain as Executive Director and will be considered non-independent. Please refer to page 118 in the Annual Report for the detailed information required pursuant to 720(6) of the Listing Manual of the SGX-ST.
Ms Chua Siok Peng will, upon re-election as a Director of the Company, remain as Executive Director and will be considered non-independent. Please refer to page 118 in the Annual Report for the detailed information required pursuant to 720(6) of the Listing Manual of the SGX-ST.
- (ii) Resolution 7, in item 7 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a *pro rata* basis to existing shareholders of the Company.
For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards which were issued and outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

Notes:-

1. A Member of the Company (including a Relevant Intermediary*) entitled to vote at the Annual General Meeting (the "Meeting") must appoint Chairman of the Meeting to act as proxy and direct the vote at the Meeting.
2. The instrument appointing the Chairman of the Meeting as the proxy must be deposited at the Registered Office of the Company at 80 Marine Parade Road, #16-08 Parkway Parade, Singapore 449269 by mail or email to info@hlsgroup.com.sg not less than seventy-two (72) hours before the time appointed for holding the Meeting.
3. The instrument appointing the Chairman of the Meeting as the proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the proxy form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
4. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") (as may be applicable) and wishes to appoint the Chairman of the Meeting as their proxy should approach their respective CPF/SRS Approved Nominees (CPF Agent Banks or SRS Operators) to submit their votes at least seven working days before the Meeting.

* A Relevant Intermediary is:-

- (a) a banking corporation licensed under the Banking Act (Cap. 19) 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; or
- (b) a person holding a capital markets services licence to provide custody services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), 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 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 the 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.