



## HOCK LIAN SENG HOLDINGS LIMITED

Company Registration No. 200908903E  
(Incorporated in the Republic of Singapore)

8 April 2024

Dear Shareholder,

We are pleased to enclose printed copies of the Notice of Annual General Meeting (“**AGM**”) and Proxy Form for Hock Lian Seng Holdings Limited’s upcoming AGM to be held on 24 April 2024.

In line with the Group’s sustainability strategy, we will be discontinuing the practice of mailing our annual reports to shareholders. Instead, our Annual Report 2023 (“**AR2023**”) for the financial year ended 31 December 2023 and the Appendix to the AR2023 in relation to the proposed adoption of Share Buy-Back Mandate (the “**Appendix**”) will be available for download from our corporate website from the date of this letter.

The AR2023 and the Appendix are available on our corporate website at the URL: <https://www.hlsigroup.com.sg> and on SGXNet at the URL: <http://www.sgx.com/securities/company-announcements>. You will need an internet browser and PDF reader to view this document.

We sincerely hope that you will join our sustainability efforts and embrace e-communications. But if you still wish to receive a printed copy of the AR2023 and the Appendix, please complete the Request Form below and return it to us by post. The printed copy will be mailed to you within 14 working days upon receiving your request.

By completing, signing and returning the forms to us, you agree and acknowledge that we and/or our service provider may collect, use and disclose your personal data, as contained in your submitted forms or which is otherwise collected from you (or your authorised representative(s)), for the purpose of processing and effecting your request.

Yours faithfully  
For and behalf of  
Hock Lian Seng Holdings Limited

Siau Kuei Lian  
Company Secretary

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### REQUEST FORM

To : HOCK LIAN SENG HOLDINGS LIMITED

**NB: Please tick accordingly. Incomplete or incorrectly completed forms will not be processed.**

I/We wish to receive a printed copy of the Annual Report 2023.

I/We wish to receive a printed copy of the Appendix.

Name(s) of Shareholder(s): \_\_\_\_\_

NRIC/Passport Number(s): \_\_\_\_\_

Company Registration Number: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

\_\_\_\_\_

Signature(s): \_\_\_\_\_ Date: \_\_\_\_\_



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Affix  
Postage  
Stamp

**HOCK LIAN SENG HOLDINGS LIMITED**

80 Marine Parade Road  
#16-08 Parkway Parade  
Singapore 449269

# HOCK LIAN SENG HOLDINGS LIMITED

(Company Registration No. 200908903E)

(Incorporated in Republic of Singapore)

## 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 Hotel Re! @ Pearl’s Hill, Level 2, Re! Union, 175A Chin Swee Road, Singapore 169879 on Wednesday, 24 April 2024 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 2023 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a first and final dividend (tax exempt one-tier) of 1.5 Singapore cents per ordinary share for the financial year ended 31 December 2023. **(Resolution 2)**
3. To re-elect the following Directors who will be retiring pursuant to Regulations 97 and 101 of the Constitution of the Company and who being eligible, offer themselves for re-election as Directors of the Company:
  - (i) Mr Chua Leong Hai – Regulation 97 **(Resolution 3)**
  - (ii) Mr Chua Sher Kiong – Regulation 101 **(Resolution 4)**
  - (iii) Mr David Tan Chao Hsiung – Regulation 101 **(Resolution 5)**

*[See Explanatory Note (i)]*

4. To note the retirement of Dr Ong Seh Hong as Director of the Company who is retiring pursuant to Regulation 97 of the Constitution of the Company and will not be seeking for re-election.

Upon the retirement of Dr Ong Seh Hong, he will be relinquishing his position as Non-Executive Chairman and Independent Director, a member of Nominating Committee, Remuneration Committee, Audit and Risk Management Committee and Board Safety Committee.

5. To approve the payment of Directors’ fees of S\$217,000 for the financial year ended 31 December 2023 (FY2022: S\$192,000). **(Resolution 6)**
6. 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 7)**
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

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

8. **Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited**

That pursuant to Section 161 of the Companies Act 1967 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 conditions 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 sub-paragraphs (2)(a) or (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 shares to be issued 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 8)**

[See Explanatory Note (ii)]

## 9. Adoption of the Share Buy-Back Mandate

That:

- (a) for the purpose of the Companies Act 1967, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the issued ordinary shares in the capital of the Company ("**Shares**") (excluding treasury shares and subsidiary holdings) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
- (i) on-market purchase, transacted on the SGX-ST through the ready market on the SGX-ST trading system, through one or more duly licensed stockbrokers appointed by the Company for such purpose ("**On-Market Share Buy-Back**"); and/or
  - (ii) off-market purchase effected pursuant to an equal access scheme in accordance with Section 76C of the Act ("**Off-Market Share Buy-Back**"),

and otherwise in accordance with all other laws and regulations, including but not limited to, the listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally

(the “**Share Buy-Back Mandate**”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors of the Company 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 earlier of:
- (i) the conclusion of the next Annual General Meeting of the Company or the date by which such Annual General Meeting is required by law to be held;
  - (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; or
  - (iii) the date on which the authority conferred by the proposed Share Buy-Back Mandate is revoked or varied by ordinary resolution of the Company in a general meeting;
- (c) in this ordinary resolution:

“**Average Closing Price**” means the average of the closing market prices of the Shares over the last consecutive five (5) Market Days, on which transactions in the Shares were recorded on the SGX-ST, immediately before the date of the On-Market Share Buy-Back or, as the case may be, the date of the making of the offer pursuant to the Off-Market Share Buy-Back, and deemed to be adjusted, in accordance with the listing rules of the SGX-ST, for any corporate action that occurs during the relevant five (5) day period and the date of the making of the offer pursuant to the Off-Market Share Buy-Back; and

“**date of the making of the offer**” means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Buy-Back;

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of an On-Market Share Buy-Back, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Share Buy-Back, 120% of the Average Closing Price of the Shares; and

“**Prescribed Limit**” means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares and subsidiary holdings as at that date); and

- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may in their/his absolute discretion consider expedient or necessary to give effect to the transactions contemplated and/or authorised by the Share Buy-Back Mandate and/or this Resolution.

**(Resolution 9)**

*[See Explanatory Note (iii)]*

By Order of the Board

Siau Kuei Lian  
Company Secretary  
Singapore

8 April 2024

## Explanatory Notes:

- (i) (a) Mr Chua Leong Hai will, upon re-election as Director of the Company, remain as Executive Director, Chief Executive Officer and a member of Nominating Committee and will be considered non-independent. Please refer to “Additional information on directors seeking re-election” for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (b) Mr Chua Sher Kiong will, upon re-election as Director of the Company, remain as Executive Director and will be considered non-independent. Please refer to “Additional information on directors seeking re-election” for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (c) Mr David Tan Chao Hsiung will, upon re-election as Director of the Company, remain as Independent Director, Chairman of Remuneration Committee and a member of Nominating Committee, Audit and Risk Management Committee and Board Safety Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including immediate family relationships) between Mr David Tan Chao Hsiung and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence. Please refer to “Additional information on directors seeking re-election” for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (ii) Resolution 8 in item 8 above, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date 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 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 and subsidiary holdings) 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 and subsidiary holdings) 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.

- (iii) Resolution 9 in item 9 above, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until 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, to repurchase ordinary shares of the Company by way of On-Market Share Buy-Back or Off-Market Share Buy-Back of up to 10% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the Maximum Price as defined in the Appendix to the Annual Report dated 8 April 2024 (the “**Appendix**”). The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Buy-Back Mandate on the audited consolidated financial accounts of the Group (as defined in the Appendix) for the financial year ended 31 December 2023 are set out in greater detail in the Appendix.

## Notes:

1. The Annual General Meeting (“**AGM**”) will be held, in a wholly physical format, at Hotel Re! @ Pearl’s Hill, Level 2, Re! Union, 175A Chin Swee Road, Singapore 169879 on Wednesday, 24 April 2024 at 9.30 a.m. **There will be no option for shareholders to participate virtually.**
2. The documents and information relating to the AGM (including the Annual Report, Notice of AGM, Proxy Form and Appendix to the Annual Report in relation to the proposed adoption of Share Buy-Back Mandate (the “**Appendix**”)) have been made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL <https://www.hlsgroup.com.sg/>.  
Nevertheless, printed copies of the Notice of AGM and the Proxy Form will be despatched to shareholders. Shareholders may request physical copies of the Annual Report and/or the Appendix by filling out the Request Form and returning it to the Company by post to the Company’s registered office at 80 Marine Parade Road, #16-08 Parkway Parade, Singapore 449269 by mail; or if by electronic mail to [info@hlsroup.com.sg](mailto:info@hlsroup.com.sg) enclosing a clear scanned completed and signed Request Form, to be received by the Company no later than 16 April 2024.
3. If a member wishes to submit questions related to the resolutions tabled for approval at the AGM prior to the AGM, all questions must be submitted by no later than 9.30 a.m. on 16 April 2024 through email to [info@hlsroup.com.sg](mailto:info@hlsroup.com.sg) and provide the following particulars, for verification purpose:
  - full name as it appears on his/her/its CDP and/or SRS share records;
  - NRIC/Passport/UEN number;
  - contact number and email address; and
  - the manner in which you hold in the Company (e.g. via CDP and/or SRS).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

Alternatively, member may also ask question during the AGM.

The Company will endeavour to address all substantial and relevant questions received from shareholders by 18 April 2024, being not less than forty-eight (48) hours before the closing date and time for the lodgement of the proxy form, via SGXNet and the Company's website. The Company will also address any subsequent clarifications sought or follow-up questions during the AGM in respect of substantial and relevant matters. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions will be individually addressed. The responses from the Board and the Management of the Company shall thereafter be published on (i) the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's website at the URL <https://www.hlsgroup.com.sg/>, together with the minutes of the AGM, within one (1) month after the conclusion of the AGM. The minutes will include the responses to substantial and relevant questions received from shareholders which are addressed during the AGM.

4. A member of the Company (other than a Relevant Intermediary\*) entitled to attend and vote at the AGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A member shall specify the proportion of his/her/its shareholding to be represented by each proxy in the instrument appointing the proxies, failing which the nomination shall be deemed to be alternative. A proxy need not be a member of the Company.
5. A Relevant Intermediary may 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 him/her (which number and class of shares shall be specified).
6. The instrument appointing a proxy must be submitted to the Company in the following manner:
  - (a) depositing it at the Registered Office of the Company at 80 Marine Parade Road, #16-08 Parkway Parade, Singapore 449269, or
  - (b) if submitted electronically, be received by the Company at [info@hlsgroup.com.sg](mailto:info@hlsgroup.com.sg) or [main@zicoholdings.com](mailto:main@zicoholdings.com)not less than seventy-two (72) hours before the time appointed for the AGM, and in default the instrument of proxy shall not be treated as valid.
7. The instrument appointing a proxy must be under the hand of the appointor or of his/her 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, failing which the instrument may be treated as invalid.
8. 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 a proxy should approach their respective CPF/SRS Approved Nominees (CPF Agent Banks or SRS Operators) to submit their votes at least seven (7) working days before the AGM.

\* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970 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 custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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 the proxy/(ies) and/or representative(s) to attend 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.

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

To provide the information as set out in [Appendix 7.4.1](#) relating to the candidate who is proposed to be appointed for the first time or re-elected to the board at a general meeting, in the notice of meeting, annual report or relevant circular distributed to shareholders prior to the general meeting.

The Directors named below are retiring and being eligible, offer themselves for re-election at the upcoming AGM:

| Name of Director   | Chua Leong Hai   | Chua Sher Kiong   | David Tan Chao Hsiung   |
|--|--|---|---|
| Date of Appointment  | 20 May 2009  | 4 August 2023   | 2 January 2024  |
| Age  | 82   | 46  | 63  |
| Country of principal residence   | Singapore  | Singapore   | Singapore   |
| The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)  | The re-election of Mr Chua Leong Hai was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration his contributions and performance. | The re-election of Mr Chua Sher Kiong was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration his contributions and performance. | The re-election of Mr David Tan Chao Hsiung was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration his contributions and performance.<br><br>The Board considers Mr David Tan Chao Hsiung to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. |
| Whether appointment is executive, and if so, the area of responsibility  | Executive. Refer to the Section on Board of Directors at page 8 of annual report for details.  | Executive. Refer to the Section on Board of Directors at page 11 of annual report for details.  | Non-Executive   |
| Job Title  | Executive Director and Chief Executive Officer and a member of Nominating Committee  | Senior Manager of Hock Lian Seng Infrastructure Pte. Ltd.   | Independent Director, Chairman of Remuneration Committee and a member of Nominating Committee, Audit and Risk Management Committee and Board Safety Committee   |
| Professional qualifications  | Refer to the Section on Board of Directors at pages 8 to 11 of annual report for details.  |   |   |
| Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries | Mr Chua Leong Hai is the father of Ms Chua Siok Peng (Executive Director) and uncle of Mr Chua Sher Kiong (Executive Director)   | Mr Chua Sher Kiong is the nephew of Mr Chua Leong Hai (Executive Director and Chief Executive Officer) and cousin of Ms Chua Siok Peng (Executive Director)   | None  |
| Conflict of interest (including any competing business)  | None   | None  | None  |
| Working experience and occupation(s) during the past 10 years  | Refer to the Section on Board of Directors at pages 8 to 11 of annual report for details.  |   |   |



| Name of Director  | Chua Leong Hai  | Chua Sher Kiong   | David Tan Chao Hsiung   |
|---|---|---|---|
| Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer | Yes   | Yes   | Yes   |
| Shareholding interest in the listed issuer and its subsidiaries   | Direct interest – 195,221,647 shares  | Direct interest – 279,000 shares  | No  |
| Other Principal Commitments including Directorships   | <u>Past (for the last 5 years)</u><br>None<br><br><u>Present</u><br>Director of Hock Lian Seng Group's subsidiaries and joint venture companies | <u>Past (for the last 5 years)</u><br>None<br><br><u>Present</u><br>Director of Hock Lian Seng Group's subsidiaries and joint venture companies | <u>Past (for the last 5 years)</u><br>Harrison Pte. Ltd.<br><br><u>Present</u><br>– Powermatic Data Systems Limited<br>– Mun Siong Engineering Limited<br>– International Cement Group Ltd. |

The retiring Directors have responded negative to items (a) to (k) listed in Rule 720(6) of the Listing Rules of SGX-ST.

Notwithstanding the above, Mr David Tan Chao Hsiung ("**Mr Tan**") has voluntarily provided the following information in response to item (j) of Appendix 7.4.1.

Singapore Exchange Limited (the "**SGX-ST**")

On 23 July 2008, the SGX-ST had written to Omega Capital Limited (the "**Omega Capital**") requiring Omega Capital to appoint an independent professional firm to conduct a review and recommend improvements to its internal processes, raise its due diligence standards and build up its expertise and resources. Following a review of Omega Capital, SGX-ST had concluded that Omega Capital had not fully met the standards expected of an issue manager and financial adviser. Mr Tan was the chief executive officer and substantial shareholder of Omega Capital.

Omega Capital duly complied with SGX-ST directive in appointing an independent professional firm and implemented the recommendations made by the professional firm.

Neither Mr Tan nor any representative of Omega Capital was called for any interview or to provide any statement to any regulatory authority in respect of the matters regarding Omega Capital.

Monetary Authority of Singapore (the "**MAS**")

CMS Licence renewal: Omega Capital's Capital Markets Service licence (the "**CMS Licence**"), which was issued by the MAS, was due for renewal in March 2009.

Omega Capital, on its own accord, did not seek a renewal of its CMS Licence.

Supervisory warnings:

1. On 21 August 2009, Omega Capital was given a written warning by the MAS for contravention of Section 96(1) of the Securities and Futures Act ("**SFA**"). This was related to the appointment of a director onto the board of directors of Omega Capital without prior approval of the MAS. No penalty was imposed against Omega Capital or its directors.
2. On 21 August 2009, Mr Tan was given a warning by the MAS for not promptly informing them on the disposal of his interest in a private company and the resignation of his directorship in that company. No penalty was imposed on Mr Tan.
3. On 12 February 2007, one of Omega Capital's directors was given a supervisory warning for contravention of Section 84(1)(b) of the SFA as Omega Capital has submitted its licence renewal application less than one month before the expiry. No penalty was imposed on the director concerned or Omega Capital or its directors.

4. On 8 November 2004, Omega Capital was given a written warning for non-compliance with Regulation 5 of SFA (Licensing & Conduct of Business) Regulations on its failure to notify the MAS on changes to a representative's particulars. This was related to Mr Tan's resignation as an independent director in a listed company. No penalty was imposed against Omega Capital or Mr Tan.
5. On 18 October 2004, Omega Capital was given a written warning on the non-compliance with licence condition and SFA (Financial & Margin Requirements for Holders of Capital Markets Services Licences) Regulations 2002 on the following issues:
  - (i) Failure to promptly notify MAS of effective date of the change to shareholdings of one of the directors even if the change does not require prior approval from the MAS;
  - (ii) Failure to comply with regulation 27 of the SFA – late lodgement of statement of assets and liabilities in Form 1 and statement of financial resources and total risk requirement in Form 5; and
  - (iii) Failure to promptly notify MAS of the resignation of one of the directors. No penalty was imposed against Omega Capital or its directors.

#### **Abstract from Mun Siong Engineering Limited announcement dated 6 April 2021**

"Mun Siong Engineering Limited (the "**Company**") would like to announce that the Ministry of Manpower ("**MOM**"), letter dated 5 April 2021, has debarred the Company from applying for new work passes until 29 December 2021. Besides the debarring, the MOM letter dated 18 March 2021, has also made an Administrative Financial Penalty against the Company of \$15,000.

The MOM has found that the Company had breached Section 25(3) of the Employment of Foreign Manpower Act (Chapter 91A). One of its former employee made an inherent oversight in its submission to the MOM for the transferred of 6 work pass workers from their original employer. The said former employee relied on verbal representations, instead of seeking documentary proof, from each of the 6 said work pass workers. An investigation from MOM was conducted on 17 December 2020 with our Human Resource manager. On 18 March 2021, the Company received a letter from MOM informing the Company about the breach and imposed an Administrative Financial Penalty of \$15,000 in which the Company had paid for it.

In response to the MOM letter dated 18 March 2021, the Company through its letter dated 25 March 2021, based on its own investigations, has disclosed that the said former employee exercised discretion on this matter without consulting management or immediate superior. Nevertheless, the management has acknowledged that it is an oversight on the Company's part."

#### **Abstract from Mun Siong Engineering Limited announcement dated 22 April 2021**

"The Company wishes to announce that on 13 April 2021, it has received a response from the Ministry of Manpower ("**MOM**") with respect to its appeal on the debarment. MOM, after reviewing the appeal, have reduced the debarred period from 12 months to 6 months, without any conditions imposed. The debarment will be lifted on 30 June 2021 after which the Company will be permitted to submit applications for the employment of new foreign workers, subject to the existing work pass criteria. The Company will be working with its internal auditors to review the work processes in the Human Resource department. The internal auditors will be tasked to make recommendations, where appropriate, to the Board of Directors. The Company is carrying out this review on its own accord."

None of the directors of Mun Siong Engineering Limited was fined or received a letter of warning.

# HOCK LIAN SENG HOLDINGS LIMITED

(Company Registration No. 200908903E)  
(Incorporated in the Republic of Singapore)

## PROXY FORM

### IMPORTANT:

- The AGM will be held, in a wholly physical format, at Hotel Re! @ Pearl's Hill, Level 2, Re! Union, 175A Chin Swee Road, Singapore 169879 on Wednesday, 24 April 2024 at 9.30 a.m. **There will be no option for Shareholders to participate virtually.**
- A member (whether individual or corporate) 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.
- Central Provident Fund Investment Scheme ("CPF Investor") or Supplementary Retirement Scheme ("SRS Investor") who wish to appoint a proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
- By submitting an instrument appointing a proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 8 April 2024.
- Please read the AGM notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy to attend and vote on his/her/its behalf at the AGM.

I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport No.)

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

being a member/members of **HOCK LIAN SENG HOLDINGS LIMITED** (the "Company"), hereby appoint:

| Name    | NRIC/Passport No. | Proportion of Shareholdings |   |
|---------|-------------------|-----------------------------|---|
|         |                   | No. of Shares               | % |
| Address |                   |                             |   |

and/or failing him/her

| Name    | NRIC/Passport No. | Proportion of Shareholdings |   |
|---------|-------------------|-----------------------------|---|
|         |                   | No. of Shares               | % |
| Address |                   |                             |   |

or failing him/her/them, the Chairman of the Meeting as my/our proxy/proxies to attend and vote for me/us on my/our behalf at the Annual General Meeting (the "Meeting") of the Company to be held at Hotel Re! @ Pearl's Hill, Level 2, Re! Union, 175A Chin Swee Road, Singapore 169879 on Wednesday, 24 April 2024 at 9.30 a.m. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for, against or to abstain from voting the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her/their discretion.

| No.                      | Resolutions relating to:   | No. of votes<br>'For'* | No. of votes<br>'Against'* | No. of votes<br>'Abstain'* |
|--------------------------|--|------------------------|----------------------------|----------------------------|
| <b>Ordinary Business</b> |  |                        |                            |                            |
| 1                        | Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2023                            |                        |                            |                            |
| 2                        | Declaration of First and Final Dividend for the financial year ended 31 December 2023  |                        |                            |                            |
| 3                        | Re-election of Mr Chua Leong Hai as Director   |                        |                            |                            |
| 4                        | Re-election of Mr Chua Sher Kiong as Director  |                        |                            |                            |
| 5                        | Re-election of Mr David Tan Chao Hsiung as Director  |                        |                            |                            |
| 6                        | Approval of Directors' fees amounting to S\$217,000 for the financial year ended 31 December 2023                              |                        |                            |                            |
| 7                        | Re-appointment of Messrs Ernst & Young LLP as Auditors and to authorise the Directors of the Company to fix their remuneration |                        |                            |                            |
| <b>Special Business</b>  |  |                        |                            |                            |
| 8                        | Authority to allot and issue shares and convertible securities   |                        |                            |                            |
| 9                        | Adoption of the Share Buy-Back Mandate   |                        |                            |                            |

\* If you wish to exercise all your votes 'For' or 'Against' or to 'Abstain' from voting, please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing the proxy/proxies not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024

**Total number of Shares held**

\_\_\_\_\_  
Signature of Shareholder(s)  
and, Common Seal of Corporate Shareholder



**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 Securities and Futures Act 2001), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, 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, the instrument shall be deemed to relate to all the Shares held by you.
2. A member of the Company (other than a Relevant Intermediary\*) entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. A member shall specify the proportion of his/her/its shareholding to be represented by each proxy in the instrument appointing the proxies, failing which the nomination shall be deemed to be alternative. A proxy need not be a member of the Company.
3. 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/her (which number or class of shares shall be specified).
4. Subject to note 8, completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.
5. The instrument appointing a proxy or proxies must be submitted to the Company in the following manner:
  - a) depositing it at the Registered Office of the Company at 80 Marine Parade Road, #16-08 Parkway Parade, Singapore 449269, or
  - b) if submitted electronically, be received by the Company at [info@hlsgroup.com.sg](mailto:info@hlsgroup.com.sg) or [main@zicoholdings.com](mailto:main@zicoholdings.com)not less than seventy-two (72) hours before the time appointed for the Meeting, and in default the instrument of proxy shall not be treated as valid.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her 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 instrument appointing a proxy or proxies 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, failing which the instrument may be treated as invalid.
7. 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 Meeting, in accordance with Section 179 of the Companies Act 1967, 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.
8. 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 a proxy should approach their respective CPF/SRS Approved Nominees (CPF Agent Banks or SRS Operators) to submit their votes at least seven (7) working days before the Meeting.

\* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970 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 custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 8 April 2024.

**General:**

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.