

HAW PAR CORPORATION LIMITED
Company Registration Number: 196900437M
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Second Annual General Meeting of the Company will be held at 80 Raffles Place, 61st Storey, UOB Plaza 1, Singapore 048624 on Wednesday, 20 April 2011 at 3.00 p.m. to transact the following business:

As Ordinary Business

Resolution 1 To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2010 together with the Auditor's Report thereon.

Resolution 2 To declare a Second & Final Tax-Exempt Dividend of 14 cents per share for the financial year ended 31 December 2010.

To re-appoint the following Directors, who are retiring pursuant to Section 153(6) of the Companies Act, Cap. 50, to hold office until the next Annual General Meeting of the Company:

Resolution 3 Mr Wee Cho Yaw

Mr Wee Cho Yaw will, upon re-appointment, continue as chairman of the Board and Investment Committee and a member of the Nominating Committee and Remuneration Committee of the Company.

Resolution 4 Dr Lee Suan Yew

Dr Lee Suan Yew will, upon re-appointment, continue as a member of the Audit Committee and Nominating Committee of the Company. Dr Lee is considered as an independent Director.

Resolution 5 Mr Hwang Soo Jin

Mr Hwang Soo Jin will, upon re-appointment, continue as a member of the Audit Committee and Remuneration Committee of the Company. Mr Hwang is considered as an independent Director.

Resolution 6 Mr Reggie Thein

Mr Reggie Thein will, upon re-appointment, continue as Chairman of the Audit Committee of the Company. Mr Thein is considered as an independent Director.

To re-elect the following Directors, who are retiring by rotation pursuant to Article 98 of the Company's Articles of Association:

Resolution 7 Mr Wee Ee Lim

Mr Wee Ee Lim will, upon re-election continue as a member of the Investment Committee.

Resolution 8 Mr Sat Pal Khattar

Mr Sat Pal Khattar will, upon re-election, continue as Chairman of the Nominating Committee and Remuneration Committee of the Company. Mr Khattar is considered as an independent Director.

Resolution 9 To approve Directors' fees of \$310,000 for the financial year ended 31 December 2010 (2009: \$257,000).

Resolution 10 To re-appoint Messrs PricewaterhouseCoopers LLP as Auditor of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

As Special Business

To consider and, if thought fit, pass the following ordinary resolutions:

- Resolution 11 "That approval be and is hereby given to the Directors to offer and grant options to employees (including executive Directors) and non-executive Directors of the Company and/or its subsidiaries who are eligible to participate in the Haw Par Corporation Group 2002 Share Option Scheme ("2002 Scheme") in accordance with the rules of the 2002 Scheme, and pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of options under the 2002 Scheme, Provided that the aggregate number of shares to be issued pursuant to this resolution shall not exceed five per cent (5%) of the total number of issued shares of the Company from time to time."
- Resolution 12 "That approval be and is hereby given, pursuant to Rule 14.1 of the rules of the 2002 Scheme, for the extension of the duration of the 2002 Scheme for a further period of five (5) years from 6 June 2012 to 5 June 2017; and the Directors of the Company be and are hereby severally authorised to complete and do all such acts and things as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution."
- Resolution 13 "That subject to and contingent upon the passing of Resolution 12 set out above, approval be and is hereby given for Options (as defined in the rules of the 2002 Scheme) to be granted under the 2002 Scheme with Exercise Prices (as defined in the rules of the 2002 Scheme) which may be set at a discount to the Market Prices (as defined in the rules of the 2002 Scheme) for the ordinary shares in the share capital of the Company, Provided that the maximum discount which may be given in respect of any Option shall not exceed 20% of the relevant Market Price in respect of that Option."
- Resolution 14 "That pursuant to Section 161 of the Companies Act, Cap. 50, the Articles of Association of the Company and the listing rules of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors to issue shares in the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this resolution shall not exceed fifty per cent (50%) of the Company's total number of issued shares, of which the aggregate number of shares to be issued other than on a pro-rata basis to members of the Company shall not exceed fifteen per cent (15%) of the total number of issued shares of the Company, and for the purposes of this resolution, the percentage of issued shares shall be based on the total number of issued shares in the capital of the Company at the time this resolution is passed after adjusting for new shares arising from the conversion of share options on issue at the time this resolution is passed, and any subsequent consolidation or subdivision of the Company's shares."

NOTICE OF CLOSURE OF BOOKS

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 20 May 2011.

Duly completed transfers received in respect of the shares of the Company by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623 up to 5.00 p.m. on 19 May 2011 will be registered to determine members' entitlement to the proposed Second & Final dividend. Members whose securities accounts with The Central Depository (Pte) Ltd which are credited with shares of the Company as at 5.00 p.m. on 19 May 2011 will be entitled to such proposed dividend.

The proposed Second & Final dividend, if approved by members, will be payable on 1 June 2011.

By Order of the Board

Zann Lim
Company Secretary

Singapore

25 March 2011

Notes to Resolutions 2, 3 to 8, 11,12, 13 and 14

Resolution 2 Together with the interim tax-exempt dividend of 6 cents per share paid on 9 September 2010 and subject to shareholders' approval on the second & final tax-exempt dividend of 14 cents per share, the total tax-exempt dividend for the financial year ended 31 December 2010 would be 20 cents per share. (2009: 20 cents tax-exempt).

Resolutions 3 to 8 Further information on the Directors can be found in the Board of Directors section of this Annual Report.

Resolution 11 is to empower the Directors to allot and issue shares pursuant to the 2002 Scheme which was approved at the Extraordinary General Meeting of the Company on 22 May 2002. A copy of the Rules of the 2002 Scheme is available for inspection by members during normal business hours at the registered office of the Company at 401 Commonwealth Drive, #03-03 Haw Par Technocentre, Singapore 149598.

Resolution 12 this resolution if passed, will extend the duration of the 2002 Scheme for a further period of five (5) years from 6 June 2012 to 5 June 2017. Please refer to the Letter to Shareholders dated 25 March 2011.

Resolution 13 is to empower the Directors to grant options at a discount to the Market Price (as defined in the rules of the 2002 Scheme), up to a maximum of 20% of the relevant Market Price, in accordance with the 2002 Scheme.

Resolutions 11 to 13 Pursuant to Rule 859 of the Listing Manual of the Singapore Exchange Securities Trading Limited, shareholders who are eligible to participate in the Scheme shall abstain from voting in respect of Resolution 11 to 13.

Resolution 14 is to empower the Directors to issue shares in the Company, subject to the limits contained in the resolution. Unless revoked or varied by the Company in general meetings, such authority shall remain 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. The Directors would only issue shares under this resolution where they consider it appropriate and in the interest of the Company to do so.

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint one or two proxy/proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (2) To be effective, the Proxy Form must be deposited at the registered office of the Company at 401 Commonwealth Drive, #03-03 Haw Par Technocentre, Singapore 149598, not less than 48 hours before the time set for holding the meeting.