

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-Third Annual General Meeting of the Company will be held at 80 Raffles Place, 61st Storey, UOB Plaza 1, Singapore 048624 on Wednesday, 25 April 2012 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 2011 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 2011.

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-chao

Mr Wee Ee-chao is a non-Executive Director.

To re-elect the following Directors, who are retiring pursuant to Article 103 of the Company's Articles of Association:

Resolution 8 Dr Chew Kia Ngee

Dr Chew Kia Ngee will, upon re-election, be appointed as a member of the Audit Committee of the Company. Dr Chew is considered as an independent Director.

Resolution 9 Mr Peter Sim Swee Yam

Mr Peter Sim Swee Yam is considered as an independent Director.

- Resolution 10** To approve Directors' fees of \$327,507 for the financial year ended 31 December 2011 (2010: \$310,000).
- Resolution 11** 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 12** 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") that was extended for another five years from 6 June 2012 to 5 June 2017 by shareholders at the last Annual General Meeting on 20 April 2011, and 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 13** 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 exercise of share options in 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 25 May 2012.

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 24 May 2012 will be registered to determine members' entitlement to the proposed Second & Final dividend. Members whose securities accounts with The Central Depository (Pte) Limited which are credited with shares of the Company as at 5.00 p.m. on 24 May 2012 will be entitled to such proposed dividend.

The proposed Second & Final dividend, if approved by members, will be payable on 5 June 2012.

By Order of the Board

Zann Lim
Company Secretary

Singapore

2 April 2012

Notes to Resolutions 2, 3 to 9, 12 and 13

Resolution 2 Together with the interim tax-exempt dividend of 6 cents per share paid on 9 September 2011 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 2011 would be 20 cents per share. (2010:20 cents tax-exempt).

Resolutions 3 to 9 Mr. Chng Hwee Hong will be retiring and will not be offering himself for re-election. Further information on the Directors can be found in the Board of Directors section of the Annual Report.

Resolution 12 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 and extended for another five years by shareholders at the last Annual General Meeting of the Company on 20 April 2011. 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. Shareholders who are eligible to participate in the Scheme shall abstain from voting.

Resolution 13 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.