



HAW PAR CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
Company Registration Number: 196900437M

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty-Second Annual General Meeting (the "52nd AGM") of Haw Par Corporation Limited (the "Company") will be convened and held by way of electronic means on Friday, 23 April 2021 at 1.00 p.m. to transact the following business:

AS ORDINARY BUSINESS

- Resolution 1** To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2020 ("FY2020" together with the Auditor's Report thereon).
- Resolution 2** To declare a One-tier Tax-Exempt Second & Final Dividend of 15 Singapore cents per ordinary share for the FY2020.
- Resolution 3** To re-elect Mr Wee Ee Lim, who is retiring by rotation pursuant to Article 94 of the Company's Constitution, and who, being eligible, offers himself for re-election.
- Resolution 4** To re-elect Mr Low Weng Keong, who is retiring by rotation pursuant to Article 100 of the Company's Constitution, and who, being eligible, offers himself for re-election.
- Resolution 5** To approve Directors' fees of \$583,000 for the FY2020 (FY2019: \$547,000).
- Resolution 6** To re-appoint 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 as an ordinary resolution:

- Resolution 7** That authority be and is hereby given to the directors of the Company to:
- (a) (i) issue shares of the Company ("shares") (whether by way of rights, bonus or otherwise); and/or
- (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) warrants, debentures or other instruments convertible into shares, 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; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the directors while this Resolution was in force, provided that:
- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company ("Shareholders") (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifteen per cent (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (the "SGX-ST")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the 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 any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
- (ii) and any subsequent bonus issue or consolidation or subdivision of shares, and, in sub-paragraph (1) above and this sub-paragraph (2), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the listing rules of 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 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.

EXPLANATORY NOTES TO RESOLUTIONS

- Resolution 2** Together with the interim tax-exempt dividend of 15 Singapore cents per ordinary share paid on 8 September 2020 and subject to Shareholders' approval of the proposed One-Tier-Tax-Exempt Second and Final Dividend of 15 Singapore cents per ordinary share, the total tax-exempt dividend for the FY2020 will be 30 Singapore cents per ordinary share (FY2019: 30 Singapore cents tax-exempt). Subject to Shareholders' approval of the proposed One-Tier Tax-Exempt Second and Final Dividend, the Share Transfer Books and Register of Members of the Company will be closed* on **3 May 2021 at 5.00 p.m.**, and the proposed One-Tier Tax-Exempt Second and Final Dividend will be payable on **19 May 2021**.

* *Duly completed transfers received in respect of ordinary 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 3 May 2021 will be registered to determine Shareholders' entitlement to the proposed One-Tier Tax-Exempt Second and Final Dividend and Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 3 May 2021 will be entitled to such proposed dividend.*

- Resolution 3** Mr Wee Ee Lim is an Executive and Non-Independent Director.

- Resolution 4** Mr Low Weng Keong is a Non-Executive and Independent Director. He will upon re-election, continue as a member of the Audit and Risk Committee and is considered as an Independent Director.

Please refer to the 'Additional Directors' section for information on the current directorships in other listed companies, principal commitments; and Additional Information section on Directors' Seeking Re-election, of this Company's Annual Report 2020. The Company's Annual Report 2020 is available at www.hawpar.com/AR2020 or through scanning the QR Code at the end of this Notice of 52nd AGM.

Dr Chew Kia Ngee and Mr Peter Sim Swee Yam, who retire in accordance with Article 94 of the Constitution, are not seeking for re-election and will retire with effect at the conclusion of the 52nd AGM.

- Resolution 6** The Audit and Risk Committee undertook a review of the fees and expenses of the audit and non-audit services provided by the external auditor, PricewaterhouseCoopers LLP. It assessed whether the nature and extent of the non-audit services might prejudice the independence and objectivity of the external auditor before confirming its re-nomination. It was satisfied that such services did not affect the independence of the external auditor.

- Resolution 7** is to authorise the directors to issue shares and to make or grant Instruments (such as warrants, debentures or other securities) convertible into shares, and to issue shares in pursuance of such instruments from the date of this 52nd Annual General Meeting until the date the next Annual General Meeting of the Company is held or required by law to be held, whichever is the earlier, unless such authority is earlier revoked or varied by the shareholders at a general meeting. The aggregate number of shares which the directors may issue (including shares to be issued pursuant to convertibles) under Ordinary Resolution 7 must not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) with a sub-limit of fifteen per cent (15%) for issues other than on a pro-rata basis. For shareholders' information, this fifteen per cent (15%) limit is fifteen per cent (15%) presently permitted under the listing rules of the SGX-ST. For the purpose of determining the aggregate number of shares that may be issued, the total number of issued shares (including treasury shares and subsidiary holdings) will be calculated as described.

IMPORTANT NOTES FOR MEMBERS

In view of the elevated safe distancing measures imposed by the Singapore Government due to the COVID-19 outbreak, the Company will be conducting the 52nd AGM wholly by electronic means in accordance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and the Joint Statement of the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation issued on 13 April 2020 (and updated on 1 October 2020) titled "Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period".

Shareholders should take note of the following arrangements for the 52nd AGM:

- (1) Attendance in Person: The 52nd AGM will be conducted only by electronic means and Shareholders will not be able to physically attend the 52nd AGM. The proceedings of the 52nd AGM will be broadcast through a "live" webcast (the "Webcast") comprising both video (audio-visual) and audio-only feeds. Please pre-register for the Webcast if you wish to attend the 52nd AGM.
- (2) Live Audio and Video Webcast: All Shareholders as well as persons who hold shares through a relevant intermediary (as defined in Section 181 of the Companies Act (Chapter 50)) ("Relevant Intermediary Shareholders") including persons who hold shares through Central Depository (the "CPF") and Supplementary Retirement Scheme ("SRS") ("CPF/SRS investors"), and who wish to follow the proceedings of the 52nd AGM through the Webcast, must pre-register online at <https://online.meetings.vision/hawpar-agm-registration> by **20 April 2021, 1.00 p.m.** for verification purposes. Following successful verification, details on how to join the Webcast will be sent to you before the 52nd AGM. Please use the provided access and/or identification credentials to access the Webcast.
- The video feed may be accessed online at <https://online.meetings.vision/hawpar-agm-registration>. Authenticated Shareholders will receive an email containing the toll free number to call and the conference code to access the audio-only stream of the AGM proceedings. Please contact the Company at agm@hawpar.com if you have queries on the Webcast.
- (3) Submission of Questions: All Shareholders, and Relevant Intermediary Shareholders (including CPF/SRS investors) will not be able to ask questions "live" via the Webcast. All Shareholders and Relevant Intermediary Shareholders (including CPF/SRS investors) can submit questions relating to the business of the 52nd AGM up till **16 April 2021, 1.00 p.m.** (being 7 days before the time appointed for the holding of the 52nd AGM) via electronic mail to agm@hawpar.com or by post addressed to 401, Commonwealth Drive #03-03 Haw Par Technocentre Singapore 149598 (Attn: Company Secretary). Questions must reach the e-mail address or address specified in the foregoing not less than 7 days before the time appointed for the holding of the 52nd AGM. In view of the current COVID-19 situation, Shareholders are strongly encouraged to submit questions electronically by e-mail. The Company will endeavour to respond to substantial and relevant questions either prior to the 52nd AGM via an announcement on SGXNET at www.sgx.com and the Company's website at www.hawpar.com/agm2021 or at the 52nd AGM.
- (4) Voting Solely via Appointing Chairman as Proxy (Submit a Proxy Form): Shareholders will only be able to vote at the 52nd AGM by appointing the Chairman as proxy to vote on their behalf. Duly completed Proxy Forms must be deposited with the Company (i) via post to The Company Secretary, HAW PAR CORPORATION LIMITED, c/o Trusted Services Pte. Ltd., 456 Alexandra Road #14-02, Fragrance Empire Building, Singapore 119962 by **20 April 2021** or (ii) via electronic mail to proxyform@trustedservices.com.sg, and must be received by the Company by **20 April 2021, 1.00 p.m.** (being 72 hours before the time appointed for the holding of the 52nd AGM). Proxy Forms can be downloaded from SGXNET at www.sgx.com and the Company's website at www.hawpar.com/agm2021. In the Proxy Form, a Shareholder should specifically direct the proxy on how he/she is to vote for or vote against (or abstain from voting on) the resolutions to be tabled at the 52nd AGM. In the absence of specific directions in respect of a resolution, the appointment of Chairman of the Meeting as your proxy for that resolution will be treated as invalid. In view of the current COVID-19 situation, Shareholders are strongly encouraged to submit completed Proxy Forms electronically by e-mail.
- (5) Voting by Relevant Intermediary Shareholders (including CPF/SRS investors): Relevant Intermediary Shareholders who wish to vote should not make use of the Proxy Form and should instead approach their respective relevant intermediary as soon as possible to specify voting instructions. CPF/SRS investors who wish to vote should approach their respective CPF Agent Bank/SRS Operator as soon as possible and at least seven working days before the 52nd AGM (i.e. by 13 April 2021), to ensure that their votes are submitted.

PERSONAL DATA PRIVACY:

Where a member of the Company submits (a) an application to pre-register to participate in the 52nd AGM via the Webcast, (b) questions relating to the resolutions to be tabled for approval at the 52nd AGM, and/or (c) a Proxy Form to vote at the 52nd AGM and/or any adjournment thereof, the member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the 52nd AGM) for the purposes of (i) verifying the member's information as a Shareholder and processing the member's application to pre-register to participate in the 52nd AGM via the Webcast and providing the member with any technical assistance where possible, (ii) addressing any selected questions submitted by the member and following up with the member where necessary, and (iii) responding to, handling, and processing queries and requests from the member, (iii) the processing, administration and analysis by the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the 52nd AGM) of the proxy appointed for the 52nd AGM (including any adjournment thereof), (iv) the preparation, compilation and disclosure (as applicable) of the attendance lists, questions from members and the Company's responses, (v) the preparation and other documents relating to the 52nd AGM (including any adjournment thereof), and (v) the transmission and recording of the AGM proceedings through the Webcast, and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

As the COVID-19 situation is still evolving, the Company will closely monitor the situation and reserves the right to take further measures or implement other arrangements for the 52nd AGM as appropriate based on the evolving COVID-19 situation or pursuant to any applicable laws, regulations, directives or guidelines from government agencies or regulatory authorities, including any relevant order published, amended, modified or supplemented after the date of this Notice of Annual General Meeting in relation to the COVID-19 (Temporary Measures) Act 2020 (Act 14 of 2020). In the event that such measures or arrangements are adopted, the Company will make announcements on SGXNET at www.sgx.com and the Company's website at www.hawpar.com/agm2021 as appropriate. Shareholders are advised to check SGXNET and the Company's website regularly for further updates.

By Order of the Board

Lee Kay Swee
Company Secretary
Singapore
1 April 2021



AGM2021