

# NOTICE OF ANNUAL GENERAL MEETING

**Notice is hereby given** that the 56th Annual General Meeting (the “**AGM**”) of Haw Par Corporation Limited (the “**Company**”) will be held at PARKROYAL on Beach Road, Grand Ballroom, Level 1, 7500 Beach Road, Singapore 199591 on Wednesday, 23 April 2025 at 2.00 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 2024 (“**FY2024**”) together with the Auditor’s Report.
- Resolution 2** To declare a Second and Final tax-exempt (one-tier) dividend of 20 cents per ordinary share and a Special tax-exempt (one-tier) dividend of S\$1.00 per ordinary share for FY2024.
- Resolution 3** To re-elect Mr Chew Choon Soo, 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 Ong Sim Ho, who is retiring by rotation pursuant to Article 94 of the Company’s Constitution, and who, being eligible, offers himself for re-election.
- Resolution 5** To approve Directors’ fees of S\$536,001 for FY2024 (FY2023: S\$594,092).
- 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 its 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,

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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) any subsequent bonus issue, 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.

By Order of the Board

Chiew Kun Long, Alvin  
Company Secretary

Singapore, 2 April 2025

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## EXPLANATORY NOTES TO RESOLUTIONS

**Resolution 2** is to approve the declaration of a Second and Final tax-exempt (one-tier) dividend of 20 cents per ordinary share and a Special tax-exempt (one-tier) dividend of S\$1.00 per ordinary share (collectively, the “**Dividends**”). Together with the interim tax-exempt dividend of 20 cents per ordinary share paid on 10 September 2024 and subject to Shareholders’ approval of the Dividends, the total tax-exempt dividend for FY2024 will be S\$1.40 per ordinary share (FY2023: 40 cents tax-exempt).

Subject to Shareholders’ approval of the Dividends, the Share Transfer Books and Register of Members of the Company will be closed\* on **6 May 2025 at 5.00 p.m.**, and the Dividends will be payable on **21 May 2025**.

*\*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 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632 up to **5.00 p.m. on 6 May 2025** will be registered to determine shareholders’ entitlement to the Dividends and shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at **5.00 p.m. on 6 May 2025** will be entitled to the Dividends.*

**Resolution 3** Mr Chew Choon Soo is a Non-Executive and Independent Director. He will upon re-election, continue as the Chairman of the Remuneration Committee and the Nominating Committee, and as a member of the Audit and Risk Committee. The Board considers Mr Chew Choon Soo to be an independent director.

**Resolution 4** Mr Ong Sim Ho is a Non-Executive and Independent Director. He will upon re-election, continue as a member of the Audit and Risk Committee, the Remuneration Committee and the Nominating Committee. The Board considers Mr Ong Sim Ho to be an independent director.

Please refer to the “Board of Directors” section and “Additional Information on Directors Seeking Re-election” section of the Company’s Annual Report 2024 for information on the current directorships in other listed companies and principal commitments of these Directors. The Company’s Annual Report 2024 is available at <https://www.hawpar.com/AR2024>.

**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 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 lower than the twenty per cent (20%) 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 (excluding treasury shares and subsidiary holdings) will be calculated as described.

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## NOTES:

### Format of Meeting

- (1) The 56th AGM of the Company will be held in a wholly physical format at PARKROYAL on Beach Road, Grand Ballroom, Level 1, 7500 Beach Road, Singapore 199591 on Wednesday, 23 April 2025 at 2.00 p.m. Members, including Central Provident Fund (“CPF”) and Supplementary Retirement Scheme (“SRS”) investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the AGM by attending the AGM in person. There will be no option for members to participate virtually.

Please note that there will be no food or vouchers at the AGM. Only coffee and tea will be served after the AGM.

Printed copies of this Notice and the Proxy Form relating to the AGM will be sent by post to members. These documents will also be published on the Company’s corporate website at <https://www.hawpar.com/agm2025> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.

### Appointment of Proxy(ies)

- (2) (a) A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member’s form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member’s form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

“**Relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act 1967.

A member of the Company who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.

- (3) A proxy need not be a member of the Company. A member of the Company may choose to appoint the Chairman of the Meeting as his/her/its proxy.

The instrument appointing a proxy(ies) must be submitted to the Company (i) via post to **401 Commonwealth Drive, #03-03 Haw Par Technocentre, Singapore 149598** or (ii) via electronic mail to **agm@hawpar.com**, and in each case must be received by the Company by **20 April 2025, 2.00 p.m.** (being 72 hours before the time appointed for the holding of the 56th AGM).

The submission of the instrument appointing a proxy(ies) by a member does not preclude him from attending and voting in person at the AGM if the member is able to do so. In such event, the relevant instrument appointing a proxy(ies) will be deemed to be revoked.

- (4) CPF and SRS investors:

- (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 11 April 2025**.

For the avoidance of doubt, CPF and SRS investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the Meeting) to attend, speak and/or vote at the AGM on their behalf.

- (5) Persons who hold the Company’s shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), other than CPF and SRS investors, and who wish to participate in the AGM should contact the relevant intermediary through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

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## Submission of Questions

- (6) Members, including CPF and SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the 56th AGM in advance of the AGM:
- (a) Via email to [agm@hawpar.com](mailto:agm@hawpar.com), or
  - (b) By post to 401 Commonwealth Drive #03-03 Haw Par Technocentre Singapore 149598 (Attention: Company Secretary).

When submitting questions via email or by post, members should also provide us with the following details for verification purposes: (i) full name (as per CDP/CPF/SRS/Scrip-based records); (ii) address; and (iii) the manner in which the member holds shares in the Company (e.g., CDP, CPF, SRS and/or scrip).

All questions submitted in advance must be received by **5.00 p.m.** on **10 April 2025**.

The Company will address substantial and relevant questions received from members by the 10 April 2025 submission deadline by publishing its responses to such questions on the Company's website at <https://www.hawpar.com/agm2025> and the SGX website at <https://www.sgx.com/securities/company-announcements> by **17 April 2025**. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the AGM) received after the 10 April 2025 submission deadline which have not already been addressed prior to the AGM, at the AGM itself. **Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.**

- (7) Members, including CPF and SRS investors, and (where applicable) duly appointed proxies may also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the 56th AGM, at the AGM itself.

## Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General 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 (including, but not limited to, name, personal identification number, address, telephone number) 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to update its scrip holders' information (if applicable) and to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes") and acknowledges that photography and video and/or audio recordings may be taken for the purposes of the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting and/or any adjournment thereof, (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.