

**HANWELL HOLDINGS LIMITED**  
(Company Registration No. 197400888M)  
(Incorporated in the Republic of Singapore)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Forty-Sixth Annual General Meeting (“AGM”) of Hanwell Holdings Limited (the “Company”) will be held by electronic means on Thursday, 18 June 2020 at 2.00 p.m.\* (of which there will be a live webcast at the URL <https://meetings.vision/hanwell-agm-registration>) for the following purposes:

This Notice has been made available on SGXNet and the Company’s corporate website and may be accessed at the URL <http://www.hanwell.com.sg>. A printed copy of this Notice is also despatched to members.

**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 2019 together with the Auditors’ Report thereon. **(Resolution 1)**

2. To declare a first and final dividend (tax-exempt one-tier) of S\$0.0025 per ordinary share for the financial year ended 31 December 2019 (2018: S\$0.01). **(Resolution 2)**

3. To re-elect the following Directors of the Company, who are retiring pursuant to Regulation 87 of the Company’s Constitution and who, being eligible, offer themselves for re-election:

- (i) Dr Allan Yap **(Resolution 3)**
- (ii) Mr Goi Kok Ming (Wei Guoming) **(Resolution 4)**

**[See Explanatory Note (1)]**

4. To approve the payment of Directors’ fees of up to S\$188,000 for the financial year ending 31 December 2020 to be paid semi-annually in arrears (2019: S\$267,000). **(Resolution 5)**

**[See Explanatory Note (2)]**

5. To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**

**AS SPECIAL BUSINESS**

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

**6. Authority to issue new shares**

That authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue new shares in the capital 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,

on a *pro rata* basis to shareholders of the Company, 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 in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

(“Share Issue Mandate”)

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution and Instruments to be issued in pursuance of this Resolution not exceed 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 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 manner of calculation and adjustments as may be prescribed by the Singapore Exchange Securities Trading Limited (“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 total 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 any convertible securities or share options or vesting of share options, provided the options or awards were granted in compliance with Part 4 VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
  - (b) 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;

Adjustments in accordance with 6(2)(a) or 6(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 provisions of the Listing Manual 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 a 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; 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, whichever is the earlier.

**[See Explanatory Note (3)]**

**(Resolution 7)**

**7. Renewal of Share Buyback Mandate**

That for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the “Companies Act”), the Directors of the Company be and are hereby authorised to make purchases or otherwise acquire (issued ordinary shares) in the capital of the Company from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to 8% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as ascertained as at the date of Annual General Meeting of the Company) at the price of up to but not exceeding the Maximum Price as defined in the Company’s letter to the shareholders dated 26 May 2020 (the “Letter”), in accordance with the terms of the Share Buyback Mandate set out in the Letter, and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until (i) 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; or (ii) the date on which the share purchases are carried out to the full extent mandated; or (iii) the time when the authority conferred by this mandate is revoked or varied by shareholders in general meeting, whichever is the earlier.

**[See Explanatory Note (4)]**

**(Resolution 8)**

By Order of the Board

Chew Kok Liang / Siau Kuei Lian  
Joint Company Secretaries  
Singapore

26 May 2020

\* Our Deputy Chairman, Dr John Chen Seow Phun who is the appointed Chairman of the AGM and Mr Kong WeiLi, Chairman of the Audit Committee of the Company, will be present at 348 Jalan Boon Lay, Singapore 619529. They will be assisted by Mr Chew Kok Liang, Joint Company Secretary of Hanwell Holdings Limited. Other members of the Board, Management and Auditors may join the AGM remotely.

**Explanatory Notes:**

- (1) **Resolutions 3 and 4**, Dr Allan Yap will, upon re-election as a Director of the Company, remain as Executive Chairman of the Board. Mr Goi Kok Ming (Wei Guoming) will, upon re-election as the Director of the Company, remain as Non-Executive Director and will be considered non-independent. Please refer to Table A of the Corporate Governance Statement from page 46 to page 51 in the Annual Report 2019 for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

- (2) **Resolution 5**, is to allow the Company to pay Directors’ fees to all Non-Executive and Independent Directors in arrears on a semi-annual basis for the financial year ending 31 December 2020. In the event that the amount of the Directors’ fee proposed is insufficient, approval will be sought at the next year’s Annual General Meeting for payments to meet the shortfall.

- (3) **Resolution 7**, 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, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 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 (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this proposed Ordinary Resolution is passed, and (b) any subsequent bonus issue, consolidation or subdivision of shares. For the avoidance of doubt, any consolidation or subdivision of shares of the Company will require shareholders’ approval.

- (4) **Resolution 8**, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until (i) 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; or (ii) the date on which the share purchases are carried out to the full extent mandated; or (iii) the time when the authority conferred by this mandate is revoked or varied by Shareholders in general meeting, whichever is the earlier, to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to 8% 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 Letter. The rationale for, the authority and limits on, the sources of funds to be used for the purchase or acquisition of shares, including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Buyback Mandate on the audited financial statements of the Group for the financial year ended 31 December 2019, are set out in greater detail in the Letter to Shareholders dated 26 May 2020.

**Notes:**

- 1. A Member of the Company including a relevant intermediary entitled to vote at the Annual General Meeting (the “AGM”) must appoint Chairman of the AGM to act as proxy and direct the vote at the AGM.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.

- 2. The instrument appointing the Chairman of the AGM as the proxy must be deposited at the office of the Company’s Share Registrar, **M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902 by mail or email to [gpe@mncsingapore.com](mailto:gpe@mncsingapore.com) not less than seventy-two (72) hours before the time appointed for holding the AGM.**

- 3. The instrument appointing the Chairman of the AGM as the proxy must be under the hand of the appointor or of his 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.

- 4. 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 the Chairman of the AGM as their proxy should approach their respective CPF/SRS Approved Nominees (CPF Agent Banks or SRS Operators) to submit their votes at least seven working days before the AGM, i.e. by 2.00 p.m. on 9 June 2020.

**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 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, proxy lists, minutes and other documents relating to the Annual General 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.

**NOTICE OF RECORD, BOOK CLOSURE AND DIVIDEND PAYMENT DATES FOR FIRST AND FINAL ORDINARY DIVIDEND**

Subject to the approval of the shareholders to the first and final one-tier tax exempt dividend at the Annual General Meeting, the Share Transfer Books and Register of Members of the Company will be closed on 10 July 2020 for the purpose of determining the entitlement of shareholders to the recommended first and final one-tier tax exempt dividend of S\$0.0025 per ordinary share. Duly completed registrable transfers of shares received by the Company’s Share Registrar, M & C Services Private Limited of 112 Robinson Road, #05-01, Singapore 068902 up to 5.00 p.m. on 9 July 2020 will be registered to determine shareholders’ entitlements to the proposed first and final dividend. Subject to the aforesaid, shareholders whose securities account with The Central Depository (Pte) Limited are credited with shares of the Company as at 5.00 p.m. on 9 July 2020 will be entitled to the Proposed first and final dividend.

The first and final one-tier tax exempt dividend, if approved by the shareholders will be paid on 30 July 2020.

**IMPORTANT**

**Due to the fast-evolving COVID-19 situation in Singapore, the Company is closely monitoring the situation, including any precautionary measures which may be required or recommended by government agencies to minimise the risk of spread of COVID-19. The Company may be required to change its Annual General Meeting (“AGM”) arrangements at short notice. Shareholders are advised to check on the SGXNet for any latest updates on changes, if any.**

During the AGM, the Company will have to comply (i) with measures provided by relevant government agencies and the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means and (ii) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 which was gazetted on 13 April 2020 and its amendment which was gazetted on 14 April 2020 (collectively referred to as the “Order”), and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies.

Shareholders are asked to refer to the Guidance Notes to the Annual General Meeting to be held on 18 June 2020 that is posted to the shareholders and uploaded at the Company’s corporate website as well as SGXNet.