

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Hiap Seng Engineering Ltd (Judicial Managers appointed) (the “Company”) will be held by way of electronic means on 16 December 2022 at 2.00 p.m for the purpose of considering and, if thought fit, passing the following resolutions as Ordinary Resolutions , with or without modifications:

1. AUDITED FINANCIAL STATEMENTS

That the Audited Financial Statements of the Company for the financial year ended 31 March 2022 together with the Directors’ Statement and Report of the Auditors’ thereon, be and are hereby received and adopted.

(Resolution 1)

2. RE-ELECTION OF DIRECTOR

That Mr Tan Ah Lam, Director who is subject to retirement pursuant to Article 91 of the Company’s Constitution and being eligible, offered himself for re-election, be and is hereby re-elected as Director of the Company. (See Explanatory Note)

(Resolution 2)

3. RE-APPOINTMENT OF AUDITORS

That Messrs PricewaterhouseCoopers LLP be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a fee to be determined by the Judicial Managers / Directors.

(Resolution 3)

Oon Su Sun and Lin Yueh Hung
Joint and Several Judicial Managers

Singapore, 30 November 2022

Explanatory Note:

Mr Tan Ah Lam will, upon re-election as a Director of the Company, remain as a member of the Nominating Committee. The detailed information of Mr Tan Ah Lam can be found under “Additional Information of Directors” section in the Annual Report 2022.

Mr Tan Lian Chew who is also retiring from office in accordance with the Company’s Constitution would not be seeking re-election as a Director of the Company and would retire from the Board upon the conclusion of the EGM.

Notes:

The Extraordinary General Meeting of the Company (the “EGM”) is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

Printed copies of the Notice of EGM and accompanying Annual Report and proxy form will not be sent to members. Instead, these documents will be made available on SGXNet at <https://www.sgx.com/securities/company-announcements>.

Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by shareholders can participate at the EGM by observing and/or listening to the proceedings of the EGM through either live audio-visual webcast or live audio-only stream (“electronic means”), submission of questions in advance of the EGM, addressing of substantial and relevant questions, submission of text-based questions during the EGM and participation in the live voting during the EGM are set out in the Company’s announcement dated 30 November 2022 (the “Announcement”), which has been uploaded together with this Notice of EGM on SGXNet on the same day. The Announcement may also be accessed on the Company’s website www.hiapseng.com. For the avoidance of doubt, the aforesaid section is circulated together with and forms part of this Notice of EGM.

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A member will not be able to attend the EGM in person. A member of the Company (whether individual or corporate and including a Relevant Intermediary, whichever is applicable) is able to participate at the EGM by electronic means or appoint proxy(ies) as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM conducted by electronic means, if such member wishes to exercise his/her/its voting rights at the EGM.

Members (whether individual or corporate) may also vote at the EGM in real time via electronic means or by appointing proxy(ies) or the Chairman of the EGM as proxy to vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

Where a member appoints two proxies, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.

A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

CPF/SRS Investors who wish to exercise their voting rights at the EGM should not submit proxy forms in the manner specified above. Instead, such investors should approach their respective CPF/SRS Operators to submit their votes by 5.00 p.m. on 7 December 2022 being at least 7 working days before the date of the EGM.

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

The instrument appointing the Chairman of the meeting as proxy must be submitted to the Company in the following manner:

- (a) if in hard copy by post, be lodged at the Company’s registered address at 28 Tuas Crescent Singapore 638719 ; or
- (b) if by email, be received by proxyegm22@hiapseng.com

in either case, no later than 14 December 2022 by 2.00 p.m, being 48 hours before the time fixed for the EGM.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above. Members are strongly encouraged to submit completed proxy forms electronically via email.

A proxy need not be a member of the Company. The Chairman of the meeting, as a proxy, need not be a member of the Company.

Important Reminder

As the COVID-19 pandemic continues to evolve, further measures and/or changes to the EGM arrangements may be made on short notice in the ensuing days, even up to the day of the EGM. Shareholders are advised to closely monitor announcements made on SGXNet website at the <https://www.sgx.com/securities/company-announcements> and/or the Company’s website at the <http://www.hiapseng.com> for updates on the EGM. The Company also seeks the understanding and cooperation of all Shareholders to minimise the risk of community spread of COVID-19.

Personal data privacy

By lodging an instrument appointing a proxy(ies) and/or representative(s), a Member (i) consents to the collection, use and disclosure of the Member’s personal data by the Company (and its agents) for the purpose of the processing and administration by the Company (and its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (and its agents) 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 (and its agents), the Member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (and its agents) 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.