



HONG LAI HUAT GROUP LIMITED

(Company Registration No. 199905292D)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held by way of electronic means on Monday, 29th June 2020 at 3.00 p.m. to transact the following businesses as set out below.

This Notice has been made available on SGXnet and the Company's website and may be accessed at the URL <http://honglaihuatgroup.com/annual-general-meeting/>. A printed copy of this Notice will NOT be despatched to members.

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Statement and Audited Financial Statements for the year ended 31 December 2019 and the Auditors' Report thereon. (Resolution 1)

2. To re-elect Dr Chen Seow Phun, John who retires in accordance with Regulation 89 of the Company's Constitution and who, being eligible, offers himself for re-election. (Resolution 2)

Dr Chen Seow Phun, John is considered an Independent Director and will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees.

3. To re-elect Dr Lee Kuo Chuen, David who retires in accordance with Regulation 89 of the Company's Constitution and who, being eligible, offers himself for re-election. (Resolution 3)

Dr Lee Kuo Chuen, David is considered an Independent Director and will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees.

4. To re-elect Mr Ong Jia Ming, Ryan who retires in accordance with Regulation 89 of the Company's Constitution and who, being eligible, offers himself for re-election. (Resolution 4)

5. To transact any other business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

6. To approve the payment of Directors' Fees of S\$170,000 for the financial year ended 31 December 2019 (2018: S\$134,000.00). (Resolution 5)

7. To appoint Baker Tilly TFW LLP as auditors of the Company in place of the retiring auditors of the Company, Deloitte & Touche LLP, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Directors of the Company to fix their remuneration ("Proposed Change of Auditors"). (Resolution 6)

[See Explanatory Note (i)]

8. **Authority to issue shares**

(Resolution 7)

That the Directors be and are hereby authorised, pursuant to the provisions of Section 161 of the Companies Act (Chapter 50 of Singapore) and Rule 806 of the Listing Manual of the SGX-ST, to issue shares and convertible securities in the Company (including the issue of shares and convertible securities by way of rights, bonus or otherwise and to grant offers, agreements and options which would or which might require shares to be issued) to such persons, upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, PROVIDED ALWAYS THAT:

- (i) the aggregate number of shares and convertible securities to be issued pursuant to this Resolution shall not exceed 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company, and
- (ii) such authority shall (unless varied or revoked by the Company in the general meeting) continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next general meeting of the Company is required by law to be held, whichever is the earlier.

For the purpose of determining the aggregate number of the Company's shares that may be issued by the Company pursuant to this Resolution, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company at the time of the passing of this Resolution, after adjusting for (i) new shares arising from the conversion or exercise of convertible securities, (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of passing this Resolution, provided the options or awards were granted in compliance with the SGX-ST listing rules and (iii) any subsequent bonus issues, consolidation or subdivision of shares.

[See Explanatory Note (ii)]

9. **Authority to grant options and to allot and issue shares under HLH Employee Share Option Scheme 2017**

(Resolution 8)

That authority be and is hereby given to the Directors to offer and grant options in accordance with the rules of HLH Employee Share Option Scheme 2017 and pursuant to Section 161 of the Companies Act (Chapter 50 of Singapore), and to deliver existing shares (including treasury shares, if any) and allot and issue from time to time such number of new shares as may be required to be transferred or allotted and issued pursuant to the exercise of the options under the HLH Employee Share Option Scheme 2017.

[See Explanatory Note (iii)]

10. **Authority to grant awards and to allot and issue shares under HLH Performance Share Plan 2017**

(Resolution 9)

That authority be and is hereby given to the Directors to grant awards in accordance with the rules of HLH Employee Performance Share Plan 2017 and pursuant to Section 161 of the Companies Act (Chapter 50 of Singapore), and to deliver existing shares (including treasury shares, if any) and allot and issue from time to time such number of new shares as may be required to be transferred or allotted and issued pursuant to the release of awards under the HLH Performance Share Plan 2017.

[See Explanatory Note (iv)]

11. **Proposed renewal of the Share Purchase Mandate**

(Resolution 10)

That:

- a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "Act"), the exercise by the directors of all the powers of the Company to purchase or otherwise acquire from time to time issued ordinary shares in the capital of the Company (the "Shares"), not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of: -

- i) on-market purchases (each a "Market Purchase") on the SGX-ST; and/or
- ii) off-market purchases (each an "Off-Market Purchase") effected in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");

- b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution, and expiring on the earlier of: -

- i) the date on which the next annual general meeting of the Company is held; or
- ii) the date by which the next annual general meeting of the Company is required by law to be held; or
- iii) the date on which the purchases of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

- c) in this Resolution: -

"Maximum Price" in relation to a Share to be purchased or acquired, means an amount (excluding related brokerage, clearance fees, stamp duties, commission, applicable goods and services tax and other related expenses) not exceeding: -

- i) in the case of a Market Purchase, 105% of the Average Closing Price; and
- ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price,

where: -

"Average Closing Price" means the average of the closing market prices of a Share over the last 5 Market Days ("Market Day" being a day on which the SGX-ST is open for securities trading), on which transactions in the Shares were recorded, before the day on which the Market Purchase was made or, as the case may be, before the date of making an announcement by the Company of an offer for an Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant 5 Market Days;

“Prescribed Limit” means 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of Shares as altered (excluding any subsidiary holdings and treasury shares that may be held by the Company from time to time). Any Shares which are held as treasury shares will be disregarded for the purpose of computing the 10% limit;

“Relevant Period” means the period commencing from the date on which the last annual general meeting was held and expiring on the date the next annual general meeting is held or required by law to be held, whichever is the earlier, after the date of this Resolution; and

- d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things as they and/or he may consider necessary, desirable, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

[See Explanatory Note (v)]

BY ORDER OF THE BOARD

Liew Meng Ling
Company Secretary

Date : 5th June 2020
Singapore

Explanatory Notes: -

- (i) The Ordinary Resolution 6 above is to appoint Baker Tilly TFW LLP as auditors of the Company in place of the retiring auditors of the Company, Deloitte & Touche LLP, and to authorise the Directors of the Company to fix their remuneration. Further information on the Proposed Change of Auditors is set out in the Addendum I to this Notice, which is available at the URL <http://honglaihuategroup.com/annual-general-meeting/>.
- (ii) The Ordinary Resolution 7, if passed, will empower the Directors of the Company from the date of the Meeting until the next AGM (unless such authority is revoked or varied at a general meeting), to issue shares and/or make or grant Instruments that might require shares to be issued up to a number not exceeding 100% of the total number of issued shares, excluding treasury shares and subsidiary holdings, of the Company, of which up to 20% may be issued other than on a pro rata basis to shareholders. The aggregate number of shares which may be issued under this Ordinary Resolution will be calculated based on the total number of issued shares, excluding treasury shares and subsidiary holdings, of the Company at the time that this Ordinary Resolution is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options which are outstanding or subsisting at the time this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares. On 8 April 2020, SGX RegCo issued a news release which introduced measures to support issuers amid the challenging business and economic climate due to COVID-19, including enabling the acceleration of fund-raising efforts by allowing Mainboard issuers to seek a general mandate for an issue of shares and convertible securities of up to an aggregate of 100% of its issued shares (excluding treasury shares and subsidiary holdings), versus up to 50% previously (the “Enhanced Share Issue Limit”), of which the aggregate number of shares and convertible securities issued other than on a pro rata basis remains at not more than 20% to shareholders. The Enhanced Share Issue Limit may be renewed at the 2021 AGM and is only valid until 31 December 2021, by which date any shares issued pursuant to the Enhanced Share Issue Limit must be listed, and no further shares may be issued under this limit. The Company is proposing to avail itself to the Enhanced Share Issue Limit and accordingly is seeking shareholders’ approval for the same at the AGM. The Board of Directors is of the view that it would be in the interests of the Company and its shareholders to do so in view of the Covid-19 situation and circumstances may evolve to such an extent that a 50% limit for pro rata issue of shares is not sufficient to meet the Company’s needs. Should further fund raising efforts be necessary, the Enhance Share Issue Limit will accelerate the fund raising efforts which otherwise may be hampered in view of the time needed to obtain shareholders’ approval for the issue of shares above the 50% threshold.
- (iii) The Ordinary Resolution 8, if passed, will empower the Directors of the Company from the date of this 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 offer and grant options in accordance with the rules of the HLH Employee Share Option Scheme (the “Scheme”) and pursuant to Section 161 of the Companies Act (Chapter 50 of Singapore) and to issue shares from time to time as may be required pursuant to the exercise of the options under the Scheme. The Scheme was first approved by the Shareholders at the Extraordinary General Meeting held on 28 April 2017. Details of the Scheme may also be found in the Circular to Shareholders dated 12 April 2017.

- (iv) The Ordinary Resolution 9, if passed, will empower the Directors of the Company from the date of this 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 grant awards in accordance with the rules of the HLH Employee Performance Share Plan 2017 (the “Plan”), and pursuant to Section 161 of the Companies Act (Chapter 50 of Singapore) and to issue shares from time to time as may be required pursuant to the exercise of the Options under the Plan. The Plan was first approved by the Shareholders at the Extraordinary General Meeting held on 28 April 2017. Details of the Plan may also be found in the Circular to Shareholders dated 12 April 2017.
- (v) The Ordinary Resolution 10, if passed, will renew the mandate to permit the Company to purchase or otherwise acquire its issued ordinary shares on the terms and subject to the conditions of the Resolution. Further details are set out in Addendum II in this Notice, which is available at the URL <http://honglaihuatgroup.com/annual-general-meeting/>.

Notes:

1. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in the Company’s announcement dated 5th June 2020 entitled “Instructions to Shareholders Regarding the Company’s Annual General Meeting on 29th June 2020” which has been uploaded together with the Notice of AGM on SGXNet on the same day. This announcement may also be accessed at the URL <http://honglaihuatgroup.com/annual-general-meeting/>.

In particular, the AGM will be held by way of electronic means and a member will be able to watch the proceedings of the AGM through a “live” webcast via his/her/its mobile phones, tablets or computers or listen to the proceedings through a “live” audio feed via telephone. In order to do so a member who wishes to watch the “live” audio feed must pre-register by 3.00 p.m. on 26th June 2020 at the URL <https://www.bigbangdesign.co/hong-lai-huat-group-limited-pre-registration-microsite/>. Following authentication of his/her/its status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the AGM by 12.00 p.m. on 28th June 2020. Members who have received the email instructions must not forward the email instructions to other persons who are not members or who are not entitled to attend the AGM. This is to avoid any technical disruption or overload to the “live” webcast or “live” audio feed.

Members may also submit question related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 3.00 p.m. on 26 June 2020:

- (a) via the pre-registration website at the URL <https://www.bigbangdesign.co/hong-lai-huat-group-limited-pre-registration-microsite/>; or
- (b) by email to general@hlh.com.sg

Members will need to identify themselves when posing questions by email by providing the following details:

- a) the member’s full name as it appears on his/her/its CDP/CPF/SRS share records;
- b) the member’s NRIC/Passport/UEN number;
- c) the member’s contact number and email address; and
- d) the manner in which the member holds his/her/its share in the Company (e.g. via CDP, CPF or SRS).

The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from members either before or during the AGM.

2. **A member will not be able to attend the AGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend speak and vote on his/her/its behalf at the AGM.** In appointing the Chairman of the AGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid. The accompanying proxy form for the AGM may be accessed at the Company’s website at the URL <http://honglaihuatgroup.com/annual-general-meeting/> and has also been made available on SGXnet.
3. The Chairman of the AGM, as proxy, need not be a member of the Company. The instrument appointing the Chairman of the AGM as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must:
 - a) If sent by post, be deposited at the Registered Office of the Company at 1 Gateway Drive #20-12/13 Westgate Tower Singapore 608531; or
 - b) If submitted by email, be received by the Company at general@hlh.com.sg.

In either case, not less than 48 hours before the time for holding the AGM, and in default the instrument of proxy shall not be treated a valid.

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 before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

4. The instrument appointing the Chairman of the AGM as proxy must be signed by the appointor or his attorney duly authorized in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a Company, it must be either under its common seal (or by the signatures of authorised persons in the manner set out under the Companies Act, Chapter 50 of Singapore as an alternative to sealing) or signed on its behalf by a duly authorised officer or attorney.
5. In the case of a member whose shares are entered against his/her/its name in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged if such member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.
6. Persons who holds shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Cap. 50 of Singapore), including CPF and SRS investors, and who wish to participate in the AGM ("**Relevant Intermediary Participants**") by (a) observing and/or listening to the AGM proceedings via the "live" webcast or the "live" audio feed in the manner provided in Note 1 above; (b) submitting questions in advance of the AGM in the manner provided in Note 1 above; and/or (c) appointing the Chairman of the AGM as proxy to attend speak and vote on their behalf at the AGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operations) through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the AGM. CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 3.00 p.m. on 18 June 2020.
7. The Annual Report for the financial year ended 31 December 2019 may be accessed at the Company's website at the URL <http://honglaihuategroup.com/annual-report/>.

Personal Data Privacy:

By submitting an instrument appointing Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof or submitting any details of Relevant Intermediary Participants in connection with the AGM, 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) for the purpose of the processing and administration by the Company (or its agents) of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation, compilation and publication 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 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 Relevant Intermediary Participants to the Company (or its agents), the member has obtained the prior consent of such Relevant Intermediary Participants for the collection, use and disclosure by the Company (or its agents) of the personal data of such Relevant Intermediary Participants for the Purposes.

Supplemental Information on Directors Seeking Re-election at the Annual General Meeting (Pursuant to Rule 720(6) and Appendix 7.4.1 of the SGX-ST Listing)

Name of Directors	Chen Seow Phun, John	Lee Kuo Chuen, David	Ong Jia Ming, Ryan
Date of Appointment	11 August 2006	30 April 2012	25 October 2016
Date of last re-election	30 April 2018	28 April 2017	28 April 2017
Age	66	58	27
Country of principal residence	Singapore	Singapore	Singapore
The Board's comments on the Nominee Committee's ("NC's) recommendation for re-election	The Board of Directors of the Company has accepted the NC's recommendation and considered Dr Chen's performance as a Non-Executive Director of the Company.	The Board of Directors of the Company has accepted the NC's recommendation and considered Dr Lee's performance as a Non-Executive Director of the Company.	The Board of Directors of the Company has accepted the NC's recommendation and considered Mr Ong's performance as an Executive Director.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive Director Independent Director, Chairman of NC, AC Member and RC Member.	Non-Executive Director Independent Director, Chairman of RC, AC Member and NC Member.	Executive. Responsible for Project Management, Business Development, Public Relations, Branding as well as Sales and Marketing for the Group.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive Director, Chairman of NC, AC Member and RC Member.	Non-Executive Director, Chairman of RC, AC Member and NC Member.	Executive Director.
Professional qualifications	B. Eng (Electrical Engineering) M. Applied Sc Ph.D. (Electrical Engineering)	PhD from the London School of Economics and Political Science	Master in Business Administration from North Borneo University College and IEMD Graduate Business School of Barcelona.
Working experience and occupation(s) during the past 10 years	Executive Chairman of Pavillon Holdings Ltd, Chairman of SAC Capital Private Limited, Matex International Limited and Fu Yu Corporation Limited, Deputy Chairman of Hanwell Holdings Ltd and Tat Seng Packaging Group Ltd.	Professor at the Singapore University of Social Sciences and Singapore Management University. Management Director of Ferrell Asset Management.	Executive Director of Hong Lai Huat Group Limited

Name of Directors	Chen Seow Phun, John	Lee Kuo Chuen, David	Ong Jia Ming, Ryan
Shareholding interest in the listed issuer and its subsidiaries	Nil	Nil	3.978%
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No	Ong Bee Huat (Executive Deputy Chairman and CEO and substantial shareholder, Father of Ong Jia Ming, Ryan) Ong Bee Wah (Agriculture Director, Uncle of Ong Jia Ming, Ryan) Ong Jia Jing (Group Business Development Manager Brother of Ong Jia Ming, Ryan)
Conflict of interest (including any competing business)	No	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes

Name of Directors	Chen Seow Phun, John	Lee Kuo Chuen, David	Ong Jia Ming, Ryan
Other Principal Commitments Including Directorships	<p><u>Past (for the last 5 years)</u></p> <p>Nil</p> <p><u>Present</u></p> <p>1) Pavilion Holdings Ltd</p> <p>2) OKP Holdings Limited</p> <p>3) Hiap Seng Engineering Ltd</p> <p>4) Hanwell Holdings Ltd</p> <p>5) Matex International Limited</p> <p>6) Tat Seng Packaging Group Ltd</p> <p>7) Hong Lai Huat Group Limited</p> <p>8) Fu Yu Corporation Limited</p> <p>9) JCL Business Development Pte Ltd</p> <p>10) Unigold Asia Limited</p> <p>11) SAC Capital Private Limited</p> <p>12) DATAESP Pte Ltd</p> <p>13) Pavillon Financial Leasing Co. Ltd</p> <p>14) JLM Foundation Ltd</p> <p>15) SAC Advisors Pte Ltd</p> <p>16) Pavillon Business Development (Shanghai) Co. Ltd</p> <p>17) Fengchi IOT Management Co., Ltd</p> <p>18) Exeterstar Holdings Pte Ltd</p> <p>19) MHC Asia Holdings Pte Ltd</p>	<p><u>Past (for the last 5 years)</u></p> <p>1) ICOAGE Ltd</p> <p><u>Present</u></p> <p>1) Hong Lai Huat Group Limited</p> <p>2) SHS Holdings Ltd</p> <p>3) Global Fintech Institute Ltd.</p> <p>4) Lu International (Singapore) Financial Asset Exchange Pte. Ltd.</p> <p>5) Dlee Capital Management Pte Ltd</p> <p>6) Left Coast Company LLC</p> <p>7) BlockAsset Management Pte. Ltd.</p> <p>8) Blockchain Enterprises and Scalable Technologies Association Ltd.</p>	<p><u>Past (for the last 5 years)</u></p> <p>Nil</p> <p><u>Present</u></p> <p>1) Hong Lai Huat Group Limited</p> <p>2) HLH Development Pte Ltd</p> <p>3) HLH Agri International Pte Ltd</p> <p>4) HLH Global Trading Pte Ltd</p> <p>5) HLH Agri R & D Pte Ltd</p> <p>6) Hong Lai Huat International Pte Ltd</p>

The general statutory disclosures of the Directors are as follows:

Question	Chen Seow Phun, John	Lee Kuo Chuen, David	Ong Jia Ming, Ryan
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No

Question	Chen Seow Phun, John	Lee Kuo Chuen, David	Ong Jia Ming, Ryan
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :— (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or (iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or (iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, (v) in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No

**INSTRUCTIONS TO SHAREHOLDERS REGARDING THE COMPANY'S ANNUAL GENERAL MEETING
ON 29TH JUNE 2020**

- A. DESPATCH OF PRINTED COPIES OF NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM**
- B. NO ATTENDANCE AT ANNUAL GENERAL MEETING**
- C. ALTERNATIVE ARRANGEMENTS TO PARTICIPATE AT ANNUAL GENERAL MEETING**

1. INTRODUCTION

The board of directors (the “**Board**”) of Hong Lai Huat Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to:

- a) 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 listed 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
- b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings For Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Relevant Order**”) which was gazetted on 13 April 2020 and is deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies.

2. DATE OF ANNUAL GENERAL MEETING

The Directors wish to inform Shareholders that the Company has today issued the Notice of Annual General Meeting (“**AGM**”) dated 5th June 2020 (“**Notice of AGM**”). The AGM will be held by way of electronic means on **29th June 2020 at 3.00 pm**.

3. NO DESPATCH OF PRINTED COPIES OF NOTICE OF AGM AND PROXY FORM

In line with the provisions under the Relevant Order, no printed copies of the Notice of AGM and the proxy form in respect of the AGM will be despatched to Shareholders. As stated in the Request Form despatched to Shareholders on 14 April 2020, printed copies of the annual report for the financial year ended 31 December 2019 (“**Annual Report 2019**”) will only be available to Shareholders upon submission of a duly completed request form to the Company no later than 30 April 2020.

A copy of the Annual Report 2019 has been uploaded on SGXNet and may be accessed at the Company’s website at the URL <http://honglaihuatgroup.com/annual-reports> under “Annual Report 2019”.

A copy of the Notice of AGM and the proxy form have also been uploaded on SGXNet and are now also available at URL <http://honglaihuatgroup.com/annual-general-meeting/>.

A Shareholder will need an internet browser and PDF reader to view these documents on SGXNet and the Company’s website.

Shareholders are advised to read the Notice of AGM carefully in order to decide whether they should vote in favour of or against the ordinary resolutions, or to abstain from voting on the ordinary resolutions, to be tabled at the AGM.

4. NO ATTENDANCE AT AGM

Due to the COVID-19 outbreak in Singapore, Shareholders will not be allowed to attend the AGM. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the AGM by (a) watching the AGM proceedings via “live” webcast or listening to the AGM proceedings via “live” audio feed, (b) submitting questions in advance of the AGM, and (c) voting by proxy at the AGM. Please see paragraph 5 below for these alternative arrangements.

5. ALTERNATIVE ARRANGEMENTS

The following are the alternative arrangements which have been put in place for the AGM:

a) *“Live” webcast and “live” audio feed*

The Company’s Chairman, Dr Wang Kai Yuen, and the Company’s Chief Executive Officer, Dato Dr Ong Bee Huat, will conduct the proceedings of the AGM by way of electronic means. Shareholders will be able to watch these proceedings through a “live” webcast via their mobile phones, tablets or computers or listen to these proceedings through a “live” audio feed via telephone. In order to do so, Shareholders must follow these steps:

- Shareholders who wish to watch the “live” webcast or listen to the “live” audio feed must pre-register by 3.00 pm on 26th June 2020, at the URL <https://www.bigbangdesign.co/hong-lai-huat-group-limited-pre-registration-microsite/>
- Following the authentication of the Shareholders’ status as shareholders, authenticated Shareholders will receive email instructions on how to access the webcast and audio feed of the AGM proceedings by 12.00 pm on 28th June 2020. Shareholders who have received the email instructions must not forward the email instructions to other persons who are not shareholders or who are not entitled to attend the AGM. This is to avoid any technical disruption or overload to the “live” webcast or “live” audio feed.
- Shareholders who do not receive an email by 12.00 pm on 28th June 2020, but who have registered by the 3.00 pm on 26nd June 2020 deadline, should contact the Company at the following email address: main@zicoholdings.com

b) *Submission of questions in advance*

Shareholders may also submit questions related to the resolutions to be tabled for approval at the AGM:

- All questions must be submitted by 3.00 pm on 26nd June 2020:
 - via the pre-registration website at the URL <https://www.bigbangdesign.co/hong-lai-huat-group-limited-pre-registration-microsite/>; or
 - by email to general@hlh.com.sg.
- Shareholders will need to identify themselves when posing questions by email by providing the following details:
 - the Shareholder’s full name as it appears on his/her/its CDP/CPF/SRS share records;
 - the Shareholder’s NRIC/Passport No./UEN number;
 - the Shareholder’s contact number and email address; and
 - the manner in which the Shareholder holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from Shareholders either before or during the AGM.

The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNet and the Company’s website, and the minutes will include the responses to the questions referred to above.

Please note that Shareholders will not be able to ask questions at the AGM “live” during the webcast and the audio feed, and therefore it is important for the Shareholders to submit their questions in advance of the AGM.

c) *Proxy voting*

Shareholders will not be able to vote online on the resolutions to be tabled for approval at the AGM. Instead, if Shareholders (whether individual or corporate) wish to exercise their votes, they must submit a proxy form to appoint the Chairman of the AGM to vote on their behalf.

Shareholders (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

The proxy form can be submitted to the Company in hard copy form or by email:

- if in hard copy and sent by post, the proxy form must be deposited at the registered office of the Company at 1 Gateway Drive #20-12/13 Westgate Tower Singapore 608531; or
- if by email, the proxy form must be received by the Company at general@hlh.com.sg.

In either case, not less than 48 hours before the time for holding the AGM, and in default the instrument of proxy shall not be treated as valid.

Persons who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore (including CPD or SRS investors) and who wish to participate in the AGM (“**Relevant Intermediary Participants**”) by (a) observing and/or listening to the AGM proceedings via the “live” webcast or the “live” audio feed in the manner provided in paragraph 5 a) above; (b) submitting questions in advance of the AGM in the manner provided in paragraph 5 b) above; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the AGM. CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 3.00 pm on 18th June 2020 in order to allow sufficient time for their relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf not less than 48 hours before the time for holding the AGM.

6. **FURTHER INFORMATION**

Key Dates	Actions
From 5 th June 2020 (Friday)	Shareholders may begin to: i) pre-register and submit their questions (if any) at URL https://www.bigbangdesign.co/hong-lai-huat-group-limited-pre-registration-microsite/ for the live audio-visual webcast or live audio-only stream of the AGM proceedings; and ii) submit their proxy form either electronically to general@hlh.com.sg or by mail to 1 Gateway Drive #20-12/13 Westgate Tower Singapore 608531
3.00 pm on 18 th June 2020 (Thursday)	Deadline for CPF and SRS investors who wish to appoint the Chairman of the AGM as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their vote.

3.00 pm on 26 th June 2020 (Friday)	Deadline for shareholders to: i) pre-register for the live audio-visual webcast or live audio-only stream of the AGM proceedings; and ii) submit questions in advance
3.00 pm on 27 th June 2020 (Saturday)	Deadline for shareholders to submit proxy forms
12.00 pm on 28 th June 2020 (Sunday)	Authenticated shareholders will receive a Confirmation Email containing a unique link to access the live audio-visual. Shareholders who do not receive the Confirmation Email by 12.00 pm on 28 th June 2020 should contact the Company via email main@zicoholdings.com .
Date and time of AGM – 29 th June 2020 at 3.00 pm (Monday)	i) Click on the unique link in the confirmation email to access the live audio-visual stream; or ii) Call the telephone number and enter the password in the confirmation email to access the live audio-only stream at the AGM proceedings.

Important reminder: The Company would like to remind Shareholders that, with the constantly evolving COVID-19 situation, the situation is fluid and the Company may be required to change its AGM arrangements at short notice. Shareholders should check the above URL and SGXNet for updates on the AGM.

The Company would like to thank all Shareholders for their patience and co-operation in enabling the Company to hold its AGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

STATISTICS OF SHAREHOLDINGS

As at 21 May 2020

ISSUED AND FULLY PAID-UP CAPITAL	–	S\$94,601,971
NUMBER OF SHARES	–	221,933,192
CLASS OF SHARES	–	ORDINARY SHARES
VOTING RIGHTS	–	ONE VOTE PER SHARE

The Company does not hold any treasury shares and subsidiary holdings.

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	502	7.95	20,343	0.01
100 – 1,000	1,092	17.31	598,229	0.27
1,001 – 10,000	3,266	51.77	14,356,850	6.47
10,001 – 1,000,000	1,427	22.62	72,825,186	32.81
1,000,001 and above	22	0.35	134,132,584	60.44
TOTAL	6,309	100.00	221,933,192	100.00

TOP TWENTY SHAREHOLDERS		NO. OF SHARES	%
1	ONG BEE HUAT	38,763,800	17.47
2	WONG WEN-YOUNG	13,841,850	6.24
3	PHILLIP SECURITIES PTE LTD	10,961,985	4.94
4	RAFFLES NOMINEES (PTE) LIMITED	10,422,385	4.70
5	ONG JIA MING	8,828,471	3.98
6	CITIBANK NOMINEES SINGAPORE PTE LTD	5,975,746	2.69
7	ONG KIAN HENG	5,766,733	2.60
8	NG CHUEN GUAN	5,530,000	2.49
9	DBS NOMINEES PTE LTD	4,145,452	1.87
10	HSU HUNG-CHUN	4,000,000	1.80
11	ANG POON BENG	3,681,285	1.66
12	TOH TIAM HOCK	3,331,688	1.50
13	HONG LEONG FINANCE NOMINEES PTE LTD	2,956,000	1.33
14	CGS-CIMB SECURITIES (SINGAPORE) PTE LTD	2,787,931	1.25
15	SOH CHIAP HOI	2,504,933	1.13
16	WAN CHUNG CONSTRUCTION (SINGAPORE) PTE LTD	1,990,800	0.90
17	JIB SPECIALIST CONSULTANTS PTE LTD	1,755,500	0.79
18	ONG JIA JING	1,501,500	0.68
19	UNITED OVERSEAS BANK NOMINEES PTE LTD	1,451,328	0.65
20	ANG CHAI CHENG	1,386,666	0.62
		131,584,053	59.29

SUBSTANTIAL SHAREHOLDERS AS AT 21 MAY 2020

(As recorded in the Register of Substantial Shareholders as at 21 May 2020)

Name of Substantial Shareholders	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
DATO DR. ONG BEE HUAT	38,763,800	17.47	7,892,200 ⁽¹⁾	3.55
WONG WEN-YOUNG	13,841,850	6.24	–	–

Note:

- (1) Dato' Dr. Ong Bee Huat's aggregate deemed interest comprised 7,892,200 shares held by Haitong International Securities (Singapore) Pte. Ltd..

COMPLIANCE WITH RULE 723 OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED ("SGX-ST") LISTING MANUAL

Based on information available and to the best knowledge of the Company as at 21 May 2020, approximately 66.64% of the ordinary shares of the Company are held by the public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of the SGX-ST.