
NOTICE OF EXTRAORDINARY GENERAL MEETING

HONG LAI HUAT GROUP LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 199905292D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Hong Lai Huat Group Limited (the “**Company**”) will be convened and held by way of electronic means on 23 February 2021 at 9.00 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the ordinary resolutions as set out below. All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 1 February 2021 (the “**Circular**”).

This Notice has been made available on SGXNet and the Company’s website and may be accessed at the URL www.honglaihuatgroup.com/extraordinary-general-meeting/. A printed copy of this Notice will NOT be despatched to shareholders of the Company.

ORDINARY RESOLUTION 1: THE PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE

RESOLVED THAT:

- (a) a renounceable non-underwritten rights issue (the “**Rights Issue**”) of up to 295,910,922 new ordinary shares in the share capital of the Company (the “**Rights Shares**”), at an issue price of S\$0.091 for each Rights Share (the “**Issue Price**”), on the basis of four (4) Rights Shares for every three (3) existing Shares held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded, be and is hereby approved;
- (b) authority be and is hereby given to the Directors to undertake the Rights Issue, provisionally allot and issue the Rights Shares at the Issue Price on the basis of four (4) Rights Shares for every three (3) existing Shares held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded, and allot and issue the Rights Shares at the Issue Price on the terms and conditions set out below and/or on such other terms and conditions (including the basis of provisional allotments of the Rights Shares) as the Directors may in their absolute discretion and from time to time think fit:
 - (i) the provisional allotment of the Rights Shares shall be made on a renounceable basis to Entitled Shareholders;
 - (ii) no provisional allotment of the Rights Shares shall be made to Foreign Shareholders;
 - (iii) the provisional allotment of the Rights Shares which would otherwise accrue to Foreign Shareholders may be disposed of, or dealt with, by the Company in such manner and on such terms and conditions as the Directors shall deem fit for the purpose of renouncing the provisional allotment relating thereto to purchasers thereof and to pool and thereafter distribute the net proceeds, if any, thereof (after deducting all expenses) among such Foreign Shareholders in proportion to their respective shareholdings as at the Record Date provided that if the amount to be distributed to any single Foreign Shareholder is less than S\$10.00, such amount shall instead be retained or dealt with as the Directors may, in their absolute discretion, deem fit in the interests of the Company;
 - (iv) fractional entitlements to the Rights Shares shall be aggregated and used with the provisional allotment of the Rights Shares which are not taken up or allotted for any reason to satisfy excess applications for the Rights Shares (if any) or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company;

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- (v) the Rights Shares when allotted and issued will rank *pari passu* in all respects with the then existing issued Shares, except that they will not rank for any dividends, rights, allotments or other distributions that may be declared or paid, the record date for which falls before the date of allotment and issue of the Rights Shares; and
- (vi) the Directors be and are hereby authorised to take such steps, do all such acts and things (including but not limited to finalising, approving and executing all such documents as may be required in connection with the Rights Issue, the issue of the provisional allotments of Rights Shares and the issue of the Rights Shares, and making amendments to the terms and conditions of the Rights Issue (including the Issue Price)), and to exercise such discretion as the Directors may in their absolute discretion deem fit, advisable or to give full effect to this resolution, the Rights Issue and the allotment and issue of the Rights Shares.

ORDINARY RESOLUTION 2: THE WHITEWASH RESOLUTION IN RELATION TO THE CONCERT PARTY GROUP

RESOLVED THAT the Independent Shareholders do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer from the Concert Party Group in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers for all the Shares not already owned or controlled by the Concert Party Group as a result of the Rights Issue.

BY ORDER OF THE BOARD

Liew Meng Ling
Company Secretary

Singapore,
Date: 1 February 2021

Notes:

- (1) Due to the current COVID-19 situation in Singapore, members will not be allowed to attend the EGM in person. The Extraordinary General Meeting 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. The Circular (together with this Notice) may be accessed at the Company's website at the URL www.honglaihuatgroup.com/extraordinary-general-meeting/, and is also available on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>. A printed copy of the Circular (together with this Notice and the Proxy Form) will NOT be despatched to members.
- (2) Alternative arrangements relating to attendance at the Extraordinary General Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Extraordinary General Meeting, addressing of substantial and relevant questions at or prior to the Extraordinary General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Extraordinary General Meeting, are set out in the accompanying Company's announcement dated 1 February 2021. The announcement, which has been uploaded together with this Circular (together with this Notice and the Proxy Form), may be accessed at the Company's website at the URL www.honglaihuatgroup.com/extraordinary-general-meeting/, and is also available on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>.
- (3) **A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Extraordinary General Meeting if such member wishes to exercise his/her/its voting rights at the Extraordinary General Meeting.** The Circular (together with the Proxy Form) may be accessed at the Company's website at the URL www.honglaihuatgroup.com/extraordinary-general-meeting/, and is also available on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>. A printed copy of the Circular (together with the Proxy Form) will NOT be despatched to members.
- (4) Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
- (5) The Chairman of the Meeting, as proxy, need not be a member of the Company.

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- (6) The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
- (i) if submitted by post, be lodged at the office of the Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544; or
 - (ii) if submitted electronically, be submitted via email to the Company's Share Registrar at main@zicoholdings.com,

in either case not less than 48 hours before the time appointed for the Extraordinary General Meeting.

A member who wishes to submit an instrument of proxy must first download (where necessary), 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 the alternative, a member may download, complete and authorise the Proxy Form by way of the affixation of an electronic signature, before 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.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a 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) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy 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 (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.