



HEETON
HEETON HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 197601387M)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 60 Sembawang Road #01-02/03 Hong Heng Mansions, Singapore 779088, and will be by way of live webcast or audio-only tele-conferencing, on Friday, 30 April 2021 at 9.30 a.m., for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 December 2020 and the Directors' Statement and the Auditors' Report thereon. **Resolution 1**
2. To approve Directors' fees of S\$206,100 for the financial year ended 31 December 2020. (2019: S\$253,000) **Resolution 2**
3. To re-elect Mr Hoh Chin Yiep, a Director retiring pursuant to Article 77 of the Company's Constitution. **Resolution 3**
4. To re-elect Mr Tan Tiong Eng, a Director retiring pursuant to Article 95(2) of the Company's Constitution. **Resolution 4**
5. To re-elect Mr Tan Tiong Cheng, a Director retiring by rotation pursuant to Article 95(2) of the Company's Constitution. **Resolution 5**
(See Explanatory Note)
6. To re-elect Mr Chia Kwok Ping, a Director retiring by rotation pursuant to Article 95(2) of the Company's Constitution. **Resolution 6**
(See Explanatory Note)
7. To re-appoint Messrs Ernst & Young LLP as Auditors and to authorise the Directors to fix their remuneration. **Resolution 7**

SPECIAL BUSINESS

8. To approve, subject to and contingent upon the passing of Resolution 5 above, the continued appointment of Mr Tan Tiong Cheng as an independent Director in accordance to Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited. This Resolution to remain in force until the earlier of Mr Tan Tiong Cheng's retirement or resignation, or the conclusion of the third Annual General Meeting following the passing of this Resolution and Resolution 9 below. **Resolution 8**
(See Explanatory Note)
9. To approve, subject to and contingent upon the passing of Resolutions 5 and 8 above, by shareholders (excluding the Directors and the Chief Executive Officer of the Company, and the respective associates of such Directors and Chief Executive Officer) the continued appointment of Mr Tan Tiong Cheng as an independent Director in accordance to Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited. This Resolution to remain in force until the earlier of Mr Tan Tiong Cheng's retirement or resignation of the Director; or the conclusion of the third Annual General Meeting following the passing of this Resolution. **Resolution 9**
(See Explanatory Note)
10. To approve, subject to and contingent upon the passing of Resolution 6 above, the continued appointment of Mr Chia Kwok Ping as an independent Director in accordance to Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited. This Resolution to remain in force until the earlier of Mr Chia Kwok Ping's retirement or resignation, or the conclusion of the third Annual General Meeting following the passing of this Resolution and Resolution 11 below. **Resolution 10**
(See Explanatory Note)
11. To approve, subject to and contingent upon the passing of Resolution 6 and 10 above, by shareholders (excluding the Directors and the Chief Executive Officer of the Company, and the respective associates of such Directors and Chief Executive Officer) the continued appointment of Mr Chia Kwok Ping as an independent Director in accordance to Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited. This Resolution to remain in force until the earlier of Mr Chia Kwok Ping's retirement or resignation of the Director; or the conclusion of the third Annual General Meeting following the passing of this Resolution. **Resolution 11**
(See Explanatory Note)

To consider and, if thought fit, to pass, with or without modifications, the following resolution as ordinary resolution:-

12. That pursuant to Section 161 of the Companies Act (Chapter 50) and in accordance with the listing rules of Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be and is hereby given to the Directors to: **Resolution 12**
 - (a) (i) allot and issue 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,
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,

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 100% of the total number of issued shares in the capital of the Company, excluding treasury shares and subsidiary holdings (if any), (as calculated in accordance with sub-paragraph (2) below) (the "Enhanced Share Issue Limit"), of which the aggregate number of shares to be issued other than on a *pro-rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 20% of the total number of issued shares in the capital of the Company, excluding treasury shares and subsidiary holdings (if any), (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation and adjustments as may be prescribed by 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 in the capital of the Company, excluding treasury shares and subsidiary holdings (if any), 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, provided that the share options or awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of the shares;
Adjustments in accordance with the above Paragraph 2(i) is 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 this Resolution is passed;
- (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 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.
(See Explanatory Note)

13. To transact any other business.

BY ORDER OF THE BOARD

TOH GIAP ENG

Executive Deputy Chairman
Singapore
15 April 2021

Explanatory Notes:

Resolutions 5, 8 and 9

Mr Tan Tiong Cheng ("Mr Tan"), Chairman of the Remuneration Committee, a member of the Audit Committee and a member of Nominating Committee, will continue to serve in these capacities if Resolution 5 is passed, i.e. he is re-elected as a Director of the Company, and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Mr Tan has served as an independent Director since 28 April 2009 and has submitted himself for a two-tier voting process in accordance with Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited, which will come into effect on 1 January 2022.

Resolutions 8 and 9, if passed, will remain in force until the earlier of the following: (i) the retirement or resignation of Mr Tan; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of Resolutions 8 and 9.

If the Resolution 5 is not passed, Resolutions 8 and 9 will not be voted on at this Annual General Meeting and if the Resolution 8 is not passed, Resolution 9 will not be voted on at this Annual General Meeting.

If the Resolutions 8 and 9 are not passed, Mr Tan will no longer be considered an independent Director with effect from 1 January 2022. He shall continue to serve as a non-independent Director of the Company therefrom. Consequently, on and from 1 January 2022, he shall cease as Chairman of the Remuneration Committee of the Company in compliance with the Code of Corporate Governance 2018 and the Term of Reference of the Remuneration Committee of the Company requiring the Chairman of the Remuneration Committee shall be an independent non-executive Director. In addition, the Remuneration Committee and the Audit Committee of the Company will not be formed by a majority of independent non-executive Directors. In view thereof, the Board of the Directors will have to appoint an independent non-executive Director to be a Chairman of the Remuneration Committee and as a member of Audit Committee.

Resolutions 6, 10 and 11

Mr Chia Kwok Ping, Chairman of the Nominating Committee and a member of the Remuneration Committee, will continue to serve in these capacities if Resolutions 6 is passed, i.e. he is re-elected as a Director of the Company, and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Mr Chia has served as an independent Director since 15 October 2012 and has submitted himself for a two-tier voting process in accordance with Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited, which will come into effect on 1 January 2022.

Resolutions 10 and 11, if passed, will remain in force until the earlier of the following: (i) the retirement or resignation of Mr Chia; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of Resolutions 10 and 11.

If the Resolution 6 is not passed, Resolutions 10 and 11 will not be voted on at this Annual General Meeting and if the Resolution 10 is not passed, Resolution 11 will not be voted on at this Annual General Meeting.

If the Resolutions 10 and 11 are not passed, Mr Chia will no longer be considered an independent Director with effect from 1 January 2022. He shall continue to serve as a non-independent Director of the Company therefrom. Consequently, on and from 1 January 2022, he shall cease as Chairman of the Nominating Committee of the Company in compliance with the Code of Corporate Governance 2018 and the Term of Reference of the Nominating Committee of the Company requiring the Chairman of the Nominating Committee shall be an independent non-executive Director. In addition, the Nominating Committee and the Remuneration Committee of the Company will not be formed by a majority of independent non-executive Directors. In view thereof, the Board of the Directors will have to appoint an independent non-executive Director to be a Chairman of the Nominating Committee and as a member of Remuneration Committee.

Resolution 12

Resolution 12, if passed, save as may otherwise be permitted by the SGX-ST, will empower the Directors of the Company to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding in total one hundred percent (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings (if any)) in the capital of the Company, with a sub-limit of twenty per cent (20%) for issued other than on a *pro-rata* basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares (excluding treasury shares and subsidiary holdings (if any)) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings (if any)) in the capital of the Company at the time that 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 that this resolution is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

As set out in the SGX-ST media release on 8 April 2020 and 18 March 2021 and subject to the conditions thereunder, the Board of Directors confirms that:

- (i) it is of the view that the Enhanced Share Issue Limit is in the interest of the Company and its shareholders due to convenience and savings in costs for issue of shares and ease of equity financing;
- (ii) the Enhanced Share Issue Limit may be renewed annually during the issuer's annual general meeting and is only valid until 31 December 2021, by which date the shares issued pursuant to the Enhanced Share Issue Limit must be listed and no further shares shall be issued under this limit;
- (iii) if the Company seeks shareholders' approval via an extraordinary general meeting and has utilised any part of the existing share issue mandate ("Existing Amount Used"), the Company is to disclose as at the latest practicable date, the remaining balance that would be available under the Enhanced Share Issue Limit after deducting the Existing Amount Used;
- (iv) the Company shall notify the Singapore Exchange Regulation of the following, by way of email to enhancedsharelimit@sgx.com when the general mandate for the Enhanced Share Issue Limit has been approved by shareholders:- (a) name of Company, and (b) date on which such general mandate is approved by shareholders; and
- (v) the Company shall disclose that it is utilising the Enhanced Share Issue Limit in its announcement of an issue of shares or convertible securities in that regard.

Notes:

1. The Annual General Meeting ("AGM") is being convened, and will be held, by 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.
2. Alternative arrangements relating to attendance at the AGM 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 AGM in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the accompanying Company's announcement.
3. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) 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 if such member wishes to exercise his/her/its voting rights at the AGM.
Where a member (whether individual or corporate) appoints the Chairman of the AGM 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 AGM as proxy for that resolution will be treated as invalid.
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 9.30 a.m. on 21 April 2021.
4. The Chairman of the AGM, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the AGM as proxy that has been executed by a Member, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), must be submitted via email to gpc@mncsingapore.com, not less than 72 hours before the time set for holding the meeting.

Personal Data Privacy

By pre-registering for the webcast and/or the audio-only tele-conferencing, submitting an instrument appointing the Chairman of the AGM as proxy to vote at the AGM and/or any adjournment thereof, and/or submitting questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations, your consent to the collection, use and disclosure of your personal data by the Company (or its agents or service providers) for the purpose (i) administering the webcast and/or the audio-only tele-conferencing (including, but not limited to, verifying your identity and shareholding status, registering an account for you to access the webcast and/or the audio-only tele-conferencing, facilitating and administering the webcast and audio-only tele-conferencing and disclosing your personal data to the Company's agents or third-party service provider for any such purposes), (ii) the processing of any questions submitted to the Company, (iii) the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

HEETON HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration number: 19760387M)

PROXY FORM – ANNUAL GENERAL MEETING

IMPORTANT

1. The Annual General Meeting (“AGM”) is being convened, and will be held, by 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.
2. Alternative arrangements relating to attendance at the AGM 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 AGM in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the accompanying Company’s announcement.
3. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) 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 if such member wishes to exercise his/her/its voting rights at the AGM.
4. CPF and 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 9.30 a.m. on 21 April 2021.

I/We, _____ NRIC/ Passport/ Co. Reg. No. _____

of _____ (Address)

being a member/members of HEETON HOLDINGS LIMITED (the “Company”) hereby appoint the Chairman of the AGM of the Company as my/our proxy to attend and vote for me/us on my/our behalf at the AGM of the Company to be held at 60 Sembawang Road #01-02/03 Hong Heng Mansions, Singapore 779088, Friday, 30 April 2021 at 9.30 a.m., by way of live webcast or audio-only tele-conferencing, and at any adjournment thereof.

(Voting will be conducted by poll. Please indicate with an “X” in the relevant spaces provided if you wish to cast all your shares “For” or “Against” or “Abstain” from voting on the resolutions as set out in the notice of the AGM. If you wish to vote some of your shares “For” and some of your shares “Against”, or “Abstain” from voting some of your shares on the relevant resolution, please insert the relevant number of shares in the relevant spaces. **In the absence of specific directions of a resolution, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.**)

	Ordinary Resolutions	No. of votes For	No. of votes Against	No. of votes Abstain
	Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 December 2020 and the Directors’ Statement and the Auditors’ Report thereon.			
2.	To approve Directors’ fees of S\$206,100 for the financial year ended 31 December 2020. (2019: S\$253,000)			
3.	To re-elect Mr Hoh Chin Yiep retiring pursuant to Article 77 of the Company’s Constitution.			
4.	To re-elect Mr Toh Giap Eng retiring by rotation pursuant to Article 95(2) of the Company’s Constitution.			
5.	To re-elect Mr Tan Tiong Cheng retiring by rotation pursuant to Article 95(2) of the Company’s Constitution.			
6.	To re-elect Mr Chia Kwok Ping retiring by rotation pursuant to Article 95(2) of the Company’s Constitution.			
7.	To re-appoint Messrs Ernst & Young LLP as Auditors and to authorise the Directors to fix their remuneration.			
	Special Business			
8.	To approve, subject to and contingent upon the passing of Resolution 5, the continued appointment of Mr Tan Tiong Cheng as an Independent Director in accordance to Rule 210(5)(d)(iii) ¹ of the Listing Manual of the Singapore Exchange Securities Trading Limited.			
9.	To approve, subject to and contingent upon the passing of Resolutions 5 and 8, by shareholders (excluding the Directors and the Chief Executive Officer of the Company, and the respective associates of such Directors and Chief Executive Officer) the continued appointment of Mr Tan Tiong Cheng as an Independent Director in accordance to Rule 210(5)(d)(iii) ¹ of the Listing Manual of the Singapore Exchange Securities Trading Limited.			
10.	To approve, subject to and contingent upon the passing of Resolution 6, the continued appointment of Mr Chia Kwok Ping as an Independent Director in accordance to Rule 210(5)(d)(iii) ¹ of the Listing Manual of the Singapore Exchange Securities Trading Limited.			
11.	To approve, subject to and contingent upon the passing of Resolutions 6 and 10, by shareholders (excluding the Directors and the Chief Executive Officer of the Company, and the respective associates of such Directors and Chief Executive Officer) the continued appointment of Mr Chia Kwok Ping as an Independent Director in accordance to Rule 210(5)(d)(iii) ¹ of the Listing Manual of the Singapore Exchange Securities Trading Limited.			
12.	To authorise the Directors to allot and issue new shares.			

Dated this _____ day of _____ 2021

Total number of Shares

Signature(s) of Member(s) or Common Seal

IMPORTANT: PLEASE READ THE NOTES OVERLEAF

¹ Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST will come into effect on 1 January 2022.



Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) 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 if such member wishes to exercise his/her/its voting rights at the AGM.
3. Where a member (whether individual or corporate) appoints the Chairman of the AGM 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 AGM as proxy for that resolution will be treated as invalid.
4. CPF and 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 9.30 a.m. on 21 April 2021.
5. The Chairman of the AGM, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the AGM as proxy must be submitted via email to gpc@mncsingapore.com, not less than 72 hours before the time appointed for the holding of the meeting.
7. The instrument appointing the Chairman of the AGM as proxy must be under the hand of appointer or of his attorney duly authorized in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
8. Where the instrument appointing the Chairman of the AGM as proxy is signed by an attorney, the letter or power of attorney or other authority, if any, or a duly certified copy thereof shall (failing previous registration with the Company) be stamped and be submitted via email to gpc@mncsingapore.com, not less than 72 hours before the time for the holding of the meeting and/or any adjournment thereof.
9. Any alteration made to the instrument appointing the Chairman of the AGM as proxy should be initialled by the person who signs it.

General: The Company shall be entitled to reject an instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified on the instrument. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument appointing the Chairman of the AGM as proxy if the member, being the appointer, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy: By submitting an instrument appointing the Chairman of the AGM as proxy, the Member accepts and agrees to the personal data privacy terms set out in the notice of AGM.