



HEETON

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

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the Emerald Suite, Orchid Country Club, 1 Orchid Club Road, Singapore 769162, on Wednesday, 26 April 2023 at 10.00 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 2022 and the Directors' Statement and the Auditor's Report thereon. Resolution 1
2. To declare a 1-tier tax exempt final dividend of 0.375 Singapore cents per share in respect of the financial year ended 31 December 2022. Resolution 2
3. To approve Directors' fees of S\$154,000 for the financial year ended 31 December 2022. (2021: S\$226,000) Resolution 3
4. To re-elect Er Dr Lee Bee Wah, a Director retiring pursuant to Article 77 of the Company's Constitution and who, being eligible, offer herself for re-election. Resolution 4
(See *Explanatory Note*)
5. To re-elect Mr Li Hiaw Ho, a Director retiring pursuant to Article 77 of the Company's Constitution and who, being eligible, offer himself for re-election. Resolution 5
(See *Explanatory Note*)
6. To re-elect Mr Toh Giap Eng, a Director retiring by rotation pursuant to Article 95(2) of the Company's Constitution and who, being eligible, offer herself for re-election. 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

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

8. That pursuant to Section 161 of the Companies Act 1967 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 8
 - (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

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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 50% 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), 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 which were issued and are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of the 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;
- (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*)

9. To transact any other business.

BY ORDER OF THE BOARD

Hoh Chin Yiep
Executive Director & Chief Executive Officer

Singapore
4 April 2023

Explanatory Notes:

Resolution 4

Er Dr Lee Bee Wah, Chairman of the Nominating Committee, a member of the Audit Committee and a member of Remuneration Committee, will continue to serve in these capacities if re-elected as a Director of the Company. Er Dr Lee is considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”).

Detailed information on Er. Dr. Lee (including information as set out in Appendix 7.4.1. of the Listing Manual of SGX-ST) can be found under “Board of Directors” and “Report on Corporate Governance” in the Company’s Annual Report 2022.

Resolution 5

Mr Li Hiaw Ho, a member of the Audit Committee and a member of Remuneration Committee, will continue to serve in these capacities if re-elected as a Director of the Company. Mr Li is considered independent for the purpose of Rule 704(8) of the Listing Manual of SGX-ST.

Detailed information on Mr Li (including information as set out in Appendix 7.4.1. of the Listing Manual of SGX-ST) can be found under “Board of Directors” and “Report on Corporate Governance” in the Company’s Annual Report 2022.

Resolution 6

Mr Toh Giap Eng, Executive Chairman, a member of Nominating Committee, will continue to serve in these capacities if re-elected as a Director of the Company.

Detailed information on Mr Toh (including information as set out in Appendix 7.4.1. of the Listing Manual of SGX-ST) can be found under “Board of Directors” and “Report on Corporate Governance” in the Company’s Annual Report 2022.

Resolution 8

Resolution 8, if passed, 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 fifty per cent. (50%) 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 issues 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 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 were issued and are outstanding or subsisting at the time that this resolution is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

Notes:

1. The Annual General Meeting (“AGM”) is being convened, and will be held, in a wholly physical format, at the Emerald Suite, Orchid Country Club, 1 Orchid Club Road, Singapore 769162, on Wednesday, 26 April 2023 at 10.00 a.m. (Singapore time), 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. **There will be no option for shareholders to participate in the AGM virtually.** Printed copies of this Notice will not be sent to shareholders. Instead, this Notice will be sent to shareholders by electronic means via publication on the Company’s website at the URL <http://www.heeton.com/investor-relations/announcements/> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

The Company may implement such COVID-19 safe management measures (including vaccination-differentiated safe management measures) at the Annual General Meeting as may be required or recommended under any regulations, directives, measures or guidelines that may be issued from time to time by any government or regulatory agency in light of the COVID-19 situation in Singapore. Shareholders should check the Company’s website at the URL <http://www.heeton.com/investor-relations/announcements/> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

2. Arrangements relating to attendance at the AGM by shareholders, including CPF and SRS investors, submission of questions to the Chairman of the AGM by shareholders, including CPF and SRS investors, in advance of, or at, the AGM, addressing of substantial and relevant questions in advance of, or at, the AGM, and voting at the AGM by shareholders, including CPF and SRS investors, or (where applicable) duly appointed proxy(ies), are set out in the accompanying Company’s announcement dated 4 April 2023. This announcement may be accessed at the Company’s website at the URL <http://www.heeton.com/investor-relations/announcements/> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. (a) A member of the Company (other than a member who is a relevant intermediary) entitled to attend and vote at the AGM is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf.
(b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member’s form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

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

A member can appoint the Chairman of the AGM as his/her/its proxy, but this is not mandatory.

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CPF or SRS investors unable to attend but who wish to vote by proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on 14 April 2023.

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 the resolution will be treated as invalid.

4. A proxy need not be a member of the Company.
5. The instrument appointing a proxy or proxies 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 to the Company in the following manner:
 - (a) if submitted by post, be lodged with the Company at 60 Paya Lebar Road, #08-36 Paya Lebar Square, Singapore 409051; or
 - (b) if submitted electronically, be submitted, via email to gpc@mncsingapore.com.

in each case, not less than 72 hours before the time set for holding the meeting.

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, 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, take-over 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, (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request, and (iv) agrees to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

HEETON HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration number: 197601387M)

PROXY FORM – ANNUAL GENERAL MEETING

IMPORTANT

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2. Arrangements relating to attendance at the AGM by shareholders, including CPF and SRS investors, submission of questions to the Chairman of the AGM by shareholders, including CPF and SRS investors, in advance of, or at, the AGM, addressing of substantial and relevant questions in advance of, or at, the AGM, and voting at the AGM by shareholders, including CPF and SRS investors, or (where applicable) duly appointed proxy(ies), are set out in the accompanying Company’s announcement date 4 April 2023. This announcement may be accessed at the Company’s website at the URL <http://www.heeton.com/investor-relations/announcements/> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).**
4. This Proxy Form is not valid for use by CPF and SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF and SRS investors who wish to attend and vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on 14 April 2023.
5. By submitting an instrument appointing a proxy(ies), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 4 April 2023.

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

of _____ (Address)

being a member/members of HEETON HOLDINGS LIMITED (the “Company”) hereby appoint

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

and/or failing him/her (delete as appropriate)

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or failing him/her, the Chairman of the AGM of the Company as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the AGM of the Company to be held at the Emerald Suite, Orchid Country Club, 1 Orchid Club Road, Singapore 769162, on Wednesday, 26 April 2023 at 10.00 a.m., 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 the 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 2022 and the Directors' Statement and the Auditor's Report thereon.			
2.	To declare a 1-tier tax exempt final dividend of 0.375 Singapore cents per share in respect of the financial year ended 31 December 2022.			
3.	To approve Directors' fees of S\$154,000 for the financial year ended 31 December 2022. (2021: S\$226,000)			
4.	To re-elect Er. Dr. Lee Bee Wah, a Director retiring pursuant to Article 77 of the Company's Constitution.			
5.	To re-elect Mr Li Hiaw Ho, a Director retiring pursuant to Article 77 of the Company's Constitution.			
6.	To re-elect Mr Toh Giap Eng, a Director 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 authorise the Directors to allot and issue new shares, and to make or grant convertible instruments.			

Dated this _____ day of _____ 2023

Total number of Shares Held:

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

IMPORTANT: PLEASE READ THE NOTES OVERLEAF

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 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members (maintained by or on behalf of the Company), 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. (a) A member of the Company (other than a member who is a relevant intermediary) entitled to attend and vote at the AGM is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf.
- (b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

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

A member can appoint the Chairman of the AGM as his/her/its proxy, but this is not mandatory.

CPF and SRS investors unable to attend but who wish to vote by proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on 14 April 2023.

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 the resolution will be treated as invalid.
4. A proxy need not be a member of the Company.
5. The instrument appointing a proxy or proxies 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 to the Company in the following manner:
 - (c) if submitted by post, be lodged with the Company at 60 Paya Lebar Road, #08-36 Paya Lebar Square, Singapore 409051; or
 - (d) if submitted electronically, be submitted via email to gpc@mncsingapore.com,

in each case, not less than 72 hours before the time appointed for the holding of the meeting.

6. The instrument appointing a proxy(ies) must be under the hand of appointer or of his attorney duly authorised in writing. Where the instrument appointing a proxy(ies) 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.
7. Where the instrument appointing a proxy(ies) 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.
8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Companies Act 1967.
9. In the case of joint holders of shares, any one of such persons may vote, but if more than one of such persons is present at the AGM, the person whose name stands first on the Register of Members or (as the case may be) in the Depository Register shall alone be entitled to vote.
10. Any alteration made to the instrument appointing a proxy(ies) should be initialled by the person who signs it.

General: The sending of a Proxy Form by a member does not preclude him from attending and voting in person at the meeting if he finds that he is able to do so. In such event, the relevant Proxy Forms will be deemed to be revoked. The Company shall be entitled to reject an instrument appointing a proxy or proxies 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 appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument appointing a proxy or proxies lodged 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 a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the notice of AGM.