

CIRCULAR DATED 1 APRIL 2019

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this Circular or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of Heeton Holdings Limited, you should immediately forward this Circular, the notice of Extraordinary General Meeting and the enclosed Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



HEETON HOLDINGS LIMITED

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

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

(1) THE PROPOSED AMENDMENTS TO THE CONSTITUTION; AND

(2) THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

IMPORTANT DATES AND TIMES:

Last date and time for lodgment of Proxy Form : 21 April 2019 at 11.00 a.m.

Date and time of Extraordinary General Meeting : 23 April 2019 at 11.00 a.m. (or as soon as practicable following the conclusion or adjournment of the annual general meeting of the Company convened on the same day and at the same place at 10.00 a.m.)

Place of Extraordinary General Meeting : 60 Sembawang Road #01-02/03
Hong Heng Mansions, Singapore 779088

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DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Circular:–

- “ACRA”** : Accounting and Corporate Regulatory Authority.
- “Act” or “Companies Act”** : The Companies Act, Chapter 50 of Singapore, as amended, modified or supplemented from time to time.
- “Applicable Laws” (as referred to in Appendix A)** : All laws, bye-laws, regulations, orders and/or official directions for the time being in force affecting the Company and its subsidiaries, including but not limited to the Act, the SFA and the Listing Manual, Provided Always that a waiver granted in connection to any such law shall be treated as due compliance with such relevant law.
- “Approval Date”** : Has the meaning ascribed to it in paragraph 3.3(a).
- “Associate”** : (a) In relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:–
- (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more.
- (b) In relation to a Substantial Shareholder or Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.
- “Average Closing Price”** : Has the meaning ascribed to it in paragraph 3.3(d)(iii).
- “Board”** : The Board of Directors of our Company as at the date of this Circular.
- “CDP”** : The Central Depository (Pte) Limited.
- “Circular”** : This circular to Shareholders dated 1 April 2019.

DEFINITIONS

“Company”	:	Heeton Holdings Limited.
“Constitution”	:	The memorandum and articles of association of the Company currently in force.
“control”	:	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company.
“Controlling Shareholder”	:	A person who (a) holds directly or indirectly 15% or more of the total voting rights in the Company (unless the SGX-ST determines that such a person is not a controlling shareholder of the Company); or (b) in fact exercises control over the Company, as defined under the Listing Manual.
“CPF”	:	The Central Provident Fund.
“Directors”	:	The directors of the Company as at the date of this Circular.
“EGM”	:	Extraordinary General Meeting.
“EPS”	:	Earnings per Share.
“FY”	:	Financial year ended 31 December.
“Group”	:	The Company and its subsidiaries.
“immediate family”	:	In relation to a person, means the person’s spouse, child, adopted child, step-child, sibling and parent.
“Latest Practicable Date”	:	21 March 2019, being the latest practicable date prior to the printing of this Circular.
“Listing Manual”	:	The listing manual of the SGX-ST, as amended, modified or supplemented from time to time.
“Listing Rules”	:	The listing rules of the SGX-ST as set out in the Listing Manual.
“Market Day”	:	A day on which the SGX-ST is open for trading in securities.
“Maximum Price”	:	Has the meaning ascribed to it in paragraph 3.3(d)(ii).
“month”	:	A calendar month.
“Notice of EGM”	:	The notice of EGM as set out in page 41 of this Circular.

DEFINITIONS

“NTA”	:	Net tangible assets.
“Off-Market Share Purchase”	:	Has the meaning ascribed to it in paragraph 3.3(c)(i)(2).
“On-Market Share Purchase”	:	Has the meaning ascribed to it in paragraph 3.3(c)(i)(1).
“Proxy Form”	:	The proxy form in respect of the EGM as set out in this Circular.
“Relevant Period”	:	The period commencing from the date on which the last annual general meeting was held and expiring on the date on which the next annual general meeting is held or is required by law to be held, or the date on which the purchases of Shares under a Share Buy-Back Mandate are carried out to the full extent mandated, whichever is earlier, unless prior to that, it is varied or revoked by resolution of the shareholders of the Company in a general meeting.
“Rule 14”	:	Has the meaning ascribed to it in paragraph 3.11(a).
“SFA”	:	The Securities and Futures Act (Chapter 289) of Singapore, as amended or modified from time to time.
“SGX-ST”	:	Singapore Exchange Securities Trading Limited.
“Share Buy-Back”	:	The purchase or acquisition of Shares by the Company pursuant to the Share Buy-Back Mandate.
“Share Buy-Back Mandate”	:	A general mandate given by Shareholders to authorise the Directors to purchase, on behalf of the Company, Shares in accordance with the terms set out in this Circular, the provisions of the Companies Act (including the rules and regulations promulgated thereunder), and the Listing Rules.
“Shareholders”	:	Registered holders for the time being of the Shares (other than CDP), or in the case of Depositors, Depositors who have Shares entered against their name in the Depository Register.
“Shares”	:	Ordinary shares in the capital of the Company.
“SIC”	:	Securities Industry Council.
“subsidiary”	:	A corporation which is deemed to be a subsidiary of another corporation within the meaning of Section 5 of the Companies Act.

DEFINITIONS

“subsidiary holdings”	:	Shares held by subsidiaries of the Company in accordance with the Companies Act.
“Substantial Shareholder”	:	A person (including a corporation) who has an interest in not less than five (5) per cent. of the issued voting shares of the Company.
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers, as amended or modified from time to time.
“S\$” and “cents”	:	Singapore dollars and cents, respectively.
“%” or “per cent.”	:	Percentage or per centum.

The terms **“Depositor”**, **“Depository Register”** and **“Depository Agent”** shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or any statutory modification thereof and used in this Circular shall have the meaning assigned to it under the Companies Act or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

Any discrepancies in the tables included in this Circular between the listed amounts and the totals are due to rounding; accordingly, figures shown as totals in certain tables may not be an aggregation of the figures that precede them.

LETTER TO SHAREHOLDERS

HEETON HOLDINGS LIMITED

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

Directors:

Mr Toh Khai Cheng (*Non-Executive Chairman*)
Mr Toh Giap Eng (*Deputy Chairman, Executive Director*)
Mr Teng Heng Chew Eric (*Executive Director, CEO*)
Mr Chew Chin Hua (*Non-Executive, Independent Director*)
Mr Tan Tiong Cheng (*Non-Executive, Lead Independent Director*)
Mr Chia Kwok Ping (*Non-Executive, Independent Director*)
Mr Toh Gap Seng (*Alternate Director of Mr Toh Khai Cheng*)

Registered Office:

60 Sembawang Road
#01-02/03
Hong Heng Mansions
Singapore 779088

1 April 2019

To: The Shareholders of Heeton Holdings Limited

Dear Sir/Madam,

THE PROPOSED AMENDMENTS TO THE CONSTITUTION AND THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

1. INTRODUCTION

- 1.1 The Directors propose to convene an EGM to be held on 23 April 2019 to seek the approval of Shareholders in relation to the following matters:—
- (a) the proposed amendments to the Constitution; and
 - (b) the proposed adoption of the Share Buy-Back Mandate.
- 1.2 The purpose of this Circular is to provide Shareholders with information relating to, and to seek Shareholders' approval for, the above proposals to be tabled at the EGM. This Circular has been prepared solely for the purpose set out herein and may not be relied upon by any persons (other than the Shareholders to whom this Circular is despatched to by the Company) or for any other purpose.
- 1.3 The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Circular.

2. THE PROPOSED AMENDMENTS TO THE CONSTITUTION

- 2.1 On 31 July 2013, the SGX-ST announced that the Listing Manual would be amended, *inter alia*, to require issuers to conduct the voting of all resolutions put to general meetings by poll, in order to enhance transparency of the voting process and encourage greater shareholder participation, and to require at least one (1) scrutineer to be appointed for each general meeting. This amendment took effect on 1 August 2015. In addition, it was also announced that the Listing Manual would be amended, with effect from 1 January 2014 to require all issuers with a primary listing on the SGX-ST to hold their general meetings in Singapore (unless prohibited by relevant laws and regulations in the jurisdictions of their incorporations) in order to promote more active participation and engagement of shareholders.

LETTER TO SHAREHOLDERS

- 2.2 On 8 October 2014, the Companies (Amendment) Act 2014 (“**2014 Amendment Act**”) was passed in Parliament and on 10 March 2017, the Companies (Amendment) Act 2017 (“**2017 Amendment Act**”) was passed in Parliament. The 2014 and 2017 Amendment Act introduced wide-ranging amendments to the Companies Act previously in force. These changes aim to improve corporate governance for companies in Singapore, reduce the regulatory burden on companies and provide for greater business flexibility. The key changes under the 2014 Amendment Act include, *inter alia*, the introduction of a multiple proxies regime to enfranchise indirect investors and CPF investors, as well as provisions to facilitate the electronic transmission of notices and documents.
- 2.3 SGX-ST also announced further amendments to the Listing Rules on 22 March 2017 for the purposes of alignment with the amendments to the Companies Act. These amendments were introduced to *inter alia* enable listed companies to undertake electronic communications with its shareholders, provided the issuer has obtained consent, whether express, deemed or implied, from the relevant shareholder.
- 2.4 The Company is accordingly proposing to amend its Constitution to align it with the prevailing Listing Manual in compliance with Rule 730(2) of the Listing Manual and to incorporate amendments to take into account some changes to the Companies Act.
- 2.5 The proposed amendments to the Constitution, struck through for deletions and underlined for insertions, are set out in full in Appendix A of this Circular and are subject to Shareholders’ approval by special resolution. If approved by the Shareholders, the proposed amendments will become effective immediately after the EGM.
- 2.6 Summary of Amendments to the Constitution

The following is a summary of the principal proposed amendments to the Constitution, and should be read in conjunction with Appendix A of this Circular.

(a) Article 2

The interpretation section of the revised Constitution includes, *inter alia*, the following additional/revised provisions:

- (1) a new definition of “Applicable Laws” which means all laws, bye-laws, regulations, orders and/or official directions for the time being in force affecting the Company and its subsidiaries;
- (2) new definitions of the expressions “current address”, “electronic communication” and “relevant intermediary” have been added and these terms contain the meanings ascribed to them respectively in the Act. This follows the introduction of new provisions facilitating electronic communication and the multiple proxies regime pursuant to the 2014 Amendment Act.

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(b) Article 5

Article 5, which relates to the Company's power to issue different class of shares, has been updated to reflect that the rights attaching to shares of a class other than ordinary shares must be expressed in the Constitution. This change is in line with paragraph 1(b) of Appendix 2.2 of the Listing Manual.

(c) Article 6

Article 6, which relates to the issue of preference shares, has been amended to clarify that the total number of issued preference shares shall not exceed the total number of issued ordinary shares at any time. This amendment is in line with paragraph (1)(a) of Appendix 2.2 of the Listing Manual.

(d) Article 13

Under Rule 732(3) of the Listing Manual, the period within which a share certificate has to be issued and despatched by the Company following the lodgement of a registrable transfer is 10 market days. It is proposed that Article 13 be amended to provide that the issuance and despatch of the relevant share certificates should be within such period as may be approved by the SGX-ST.

(e) Article 14

Article 14, which concerns the renewal of certificates that are worn out, defaced, destroyed, lost or stolen, has been amended to specifically set out the terms and conditions for the renewal of such certificates. This amendment aligns Article 14 with paragraph 1(g) of Appendix 2.2 of the Listing Manual.

(f) Article 15

Article 15, which concerns the Company's lien on shares and dividends, has been amended to clarify that the Company's lien on shares and dividends shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such monies are due and unpaid. This amendment aligns Article 15 with paragraph 3(a) of Appendix 2.2 of the Listing Manual.

(g) Articles 53, 55, 62 and 64

It is proposed that Articles 53 and 55 be amended to further provide that all general meetings shall be held in Singapore, as set out in Appendix A below. These changes are in line with Rule 730A(1) of the Listing Manual, which requires all issuers with a primary listing on the SGX-ST to hold their general meetings in Singapore (unless prohibited by relevant laws and regulations in the jurisdiction of their incorporation), in order to promote more active participation and engagement of Shareholders. General meetings may be held outside Singapore if so permitted by applicable laws pursuant to Paragraph 2.5 of Practice Note 7.5 of the Listing Manual which states that the SGX-ST recognises that there may be circumstances which call for an issuer to hold its general meetings outside Singapore, and that the SGX-ST is prepared to consider these circumstances on a case-by-case basis.

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It is proposed for consequential amendments to be made to Article 62 to clarify that where a general meeting is adjourned, the adjourned meeting shall be held at such time and place in Singapore (unless prohibited by relevant laws and regulations in the jurisdiction of their incorporation). It is also proposed for consequential amendments to be made to Article 64 to clarify that where resolutions at general meetings are voted by poll, such polls are to be taken at such time and place in Singapore (unless prohibited by relevant laws and regulations in the jurisdiction of their incorporation).

(h) Article 56

Article 56, which relates to the notices of general meetings to be given by the Company to its shareholders, has been updated to include the prescribed notice periods in relation to notices containing only ordinary resolutions and notices containing special resolutions. This change is in line with paragraph 7 of Appendix 2.2 of the Listing Manual.

(i) Articles 63 and 64

It is proposed that Article 63 be amended to provide that if required by the listing rules of SGX-ST, all resolutions at general meetings shall be voted by poll (unless such requirement is waived by the SGX-ST), as set out in Appendix A below. These changes are in line with Rule 730A(2) of the Listing Manual, which requires issuers to conduct the voting of all resolutions put to general meetings by poll, in order to enhance transparency of the voting process and encourage greater Shareholder participation. Article 63(3) has also been inserted to provide that at least one (1) scrutineer will be appointed for each general meeting, in accordance with the Listing Rules, who shall be independent of the persons undertaking the polling process. This amendment is in line with Rule 730A(3) of the Listing Manual.

It is proposed for a consequential amendment to be made to Article 64 to provide that it is subject to Article 63 which imposes the requirement that all resolutions at general meetings be voted by poll.

(j) Articles 66, 71 and 72

The multiple proxies regime allows “relevant intermediaries”, such as banks, capital markets services licence holders which provide custodial services for securities and the CPF Board established by the Central Provident Fund Act (Cap. 36) of Singapore, to appoint more than two proxies to attend, speak and vote at general meetings. In particular:

- (a) Article 71(1)(ii) provides that save as otherwise provided in the Act, a Shareholder who is a “relevant intermediary” may appoint more than two proxies to attend, speak and vote at the same general meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Shareholder, and where such Shareholder appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed must be specified in the form of proxy. This is in line with new Section 181(1C) of the Act; and

LETTER TO SHAREHOLDERS

- (b) Article 66 has been amended to provide that in the case of a Shareholder who is a “relevant intermediary” and who is represented at a general meeting by two or more proxies, each proxy shall be entitled to vote on a show of hands. This is in line with new Section 181(1D) of the Act.

In connection with the above, the relevant time periods for the appointment of proxies before a general meeting have been amended as follows:

- (i) Article 72 has been amended to extend the cut-off time for the deposit of proxies from forty-eight (48) to seventy-two (72) hours before the time appointed for holding the general meeting. This is in line with Section 178(1)(c) of the Act, as amended pursuant to the 2014 Amendment Act.
- (ii) The new section 81SJ(4) of the Securities and Futures Act, as introduced by the 2014 Amendment Act, provides that a depositor shall not be regarded as a member of a company entitled to attend any general meeting of the company and to speak and vote thereat unless his name appears on the Depository Register as at seventy-two (72) hours before the general meeting. The said 72-hour requirement is reflected in Articles 66, 71(3) and 72 for consistency.

(k) Article 71

It is proposed that Article 71 be amended to clarify that:–

- (a) a Shareholder who has deposited an instrument appointing any number of proxies to vote on his behalf at a general meeting shall not be precluded from attending and voting in person at that general meeting; and
- (b) any such appointment of all the proxies concerned shall be deemed to be revoked upon the attendance of the Shareholder appointing the proxy/proxies at the relevant general meeting.

These clarifications are in line with Paragraph 3.3 of Practice Note 7.5 of the Listing Manual which provides that if a shareholder submits a proxy form and subsequently attends the meeting in person and votes, the appointment of the proxy should be revoked, and that there must be sufficient systems or processes in place at the meeting to identify and cancel the appointment of the proxy at the point when the shareholder attends the meeting.

(l) Article 79

Article 79, which relates to the appointment of alternate Directors, has been amended to include the requirement that a person may not act as an alternate Director for more than one Director of the Company. This amendment is in line with paragraph 9(l) of Appendix 2.2 of the Listing Manual.

(m) Articles 80 and 84

It is proposed that Articles 80 and 84 be amended to clarify that the remuneration of Directors and Managing Directors shall not include a commission on or percentage of turnover. These amendments align both Articles 80 and 84 with paragraph 9(c) of Appendix 2.2 of the Listing Manual.

LETTER TO SHAREHOLDERS

Rule 720(5) provides that an issuer must have all directors submit themselves for re-nomination and re-appointment at least once every three (3) years. Accordingly, it is proposed that Article 84 be amended to provide that a managing director shall be appointed for a term not exceeding three (3) years and a Director so appointed shall be subject to retirement by rotation in accordance with Article 95 which stipulates that all Directors shall retire at least once every three (3) years.

(n) Article 87

Article 87 presently provides that, where the number of Directors is reduced below the necessary quorum for the proceedings of Directors, it shall be lawful for the continuing Directors to act for the purpose of filling up the vacancies or summoning a general meeting, but for no other purpose.

It is proposed that Article 87 be amended to allow the continuing Directors to act for the purpose of increasing the number of directors to such minimum number or of summoning general meetings or, additionally, in the case of any emergency. This addition aligns Article 87 with paragraph (9)(k) of Appendix 2.2 of the Listing Manual.

(o) Article 90

Article 90, which concerns the ability of Directors to contract with the Company, has been amended to clarify that no Director shall vote as a Director in respect of any contract or proposed contract or arrangement with the Company in which the Director has directly or indirectly a personal material interest. This amendment is in line with paragraph 9(e) of Appendix 2.2 of the Listing Manual.

(p) Article 93

Article 93, which relates to the vacation of office of a Director in certain events, has been amended to clarify that a Director shall cease to hold office if he becomes of unsound mind or bankrupt or if he is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds. This amendment is in line with paragraph 9(g) and (n) of Appendix 2.2 of the Listing Manual.

(q) Article 95

Article 95, which concerns the election and retirement of Directors, has been amended to provide that all Directors, including the Managing Directors, shall retire at least once every three (3) years. This amendment is in line with Rule 720(5) of the Listing Manual.

It is proposed for consequential amendments to be made to Article 84 in view of the aforementioned rule as well.

(r) Article 96

It is proposed that Article 96 be amended to clarify that any Director so appointed to fill a casual vacancy or as an addition to the Board, shall hold office only until the next annual general meeting of the company, and shall then be eligible be re-election.

LETTER TO SHAREHOLDERS

(s) Articles 121 and 122

It is proposed that Article 121 be amended to provide for the electronic transmission of documents (including notices, circulars and annual reports) following the introduction of simplified procedures for the sending of documents electronically pursuant to Part IV of Chapter 12 of the Listing Manual and Section 387C of the Companies Act, as set out in Appendix A below. Companies can, subject to certain statutory safeguards, make use of these simplified procedures where a shareholder has given express, implied or deemed consent for the company to do so in accordance with the constitution of the company. The Company regards express consent (“**Express Consent**”) as being given where a Shareholder gives notice in writing to the Company that he consents to having documents transmitted to him via electronic communications.

Rule 1209(1) of the Listing Manual provides that there is deemed consent (“**Deemed Consent**”) from a shareholder where:–

- (a) the Articles of Association or other constituent document of the issuer:–
 - (i) provides for the use of electronic communications;
 - (ii) specifies the manner in which electronic communications is to be used; and
 - (iii) specifies that the shareholder will be given an opportunity to elect within a specified period of time, whether to receive such document by way of electronic communications or as a physical copy; and
- (b) the issuer has separately notified the shareholder directly in writing on at least one occasion of the following:–
 - (i) that the shareholder has a right to elect, within a time specified in the notice from the issuer, whether to receive documents in either electronic or physical copies;
 - (ii) that if the shareholder does not make an election, documents will be sent to the shareholder by way of electronic communications;
 - (iii) the manner in which electronic communications will be used is the manner specified in the Articles of Association or other constituent document of the issuer;
 - (iv) that the election is a standing election, but that the shareholder may make a fresh election at any time; and
 - (v) until the shareholder makes a fresh election, the election that is conveyed to the issuer last in time prevails over all previous elections as the shareholder’s valid and subsisting election in relation to all documents to be sent.

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Rule 1209(2) of the Listing Manual provides that a shareholder has given implied consent ("**Implied Consent**") where the Articles of Association or other constituent document of the issuer:–

- (a) provides for the use of electronic communications;
- (b) specifies the manner in which electronic communications is to be used; and
- (c) provides that the shareholder shall agree to receive such document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such document.

However, Rule 1210 of the Listing Manual provides that an issuer is still required to send certain documents to shareholders by way of physical copies if express consent from shareholders is not obtained. Such documents are as follows:

- (a) forms or acceptance letters that shareholders may be required to physically complete;
- (b) notice of meetings, excluding circulars or letters referred in that notice;
- (c) notices and documents relating to takeover offers and rights issues; and
- (d) notices under Rules 1211 and 1212 of the Listing Manual.

Rule 1211 of the Listing Manual also provides that when an issuer uses electronic communications to send a document to a shareholder, the issuer shall inform the shareholder as soon as practicable of how to request a physical copy of that document from the issuer. The issuer shall provide a physical copy of that document upon such request.

Rule 1212 of the Listing Manual provides that if the issuer uses website publication as the form of electronic communications, the issuer shall separately provide a physical notification to shareholders notifying of the following:

- (a) the publication of the document on the website;
- (b) if the document is not available on the website on the date of notification, the date on which it will be available;
- (c) the address of the website;
- (d) the place on the website where the document may be accessed; and
- (e) how to access the document.

Under Section 387C of the Companies Act, regulations may be made to exclude any notice or document or any class of notices or documents from the application of Section 387C, provide for safeguards for the use of electronic communications under Section 387C, and provide that a shareholder who is deemed to have consented to receive notices or documents by way of electronic communications may make a fresh election to receive such notice or document as a physical copy and the manner in which the fresh election may be made. Certain safeguards for the use of the deemed consent and implied consent regimes are prescribed under Regulation 89C of the

LETTER TO SHAREHOLDERS

Companies Regulations. Regulation 89D of the Companies Regulations provides that notices and documents relating to any take-over offer of the company and any rights issue by the company are excluded from the application of Section 387C of the Companies Act.

The amended Article 121 provides *inter alia* that:

- (a) documents may be sent to Shareholders using electronic communications either to a Shareholder's current address (which may be an email address) or by making it available on a website;
- (b) in relation to Deemed Consent, the Directors may decide to give Shareholders an opportunity to elect to opt out of receiving such document by way of electronic communications, and a Shareholder is deemed to have consented to receive such document by way of electronic communications if he was given such an opportunity but failed to opt out within the specified time, unless otherwise provided under applicable laws. Any election or deemed election by a Shareholder is a standing election but the Shareholder may make a fresh election to receive such document as a physical copy at any time. Until the Shareholder makes a fresh election, the election or deemed election that was last in time shall prevail;
- (c) in relation to Implied Consent, a Shareholder who has not given express consent may nonetheless be implied to have agreed to receive such document by way of electronic communications and shall not have a right to elect to receive a physical copy of such document, unless otherwise provided under applicable laws;
- (d) the delivery or service of documents by electronic means shall not apply to certain prescribed documents (e.g. any notice or document relating to any take-over offer or rights issue of the Company); and
- (e) where a document is sent by electronic communications, the Company shall inform the Shareholder as soon as practicable of how to request a physical copy of that document from the Company. The Company shall provide a physical copy of that document upon such request.

The amended Article 121 additionally provides for when service is effected in the case of documents sent by electronic communications. In particular, where a document is made available on a website, it is deemed served on the date on which the document is first made available on the website, unless otherwise provided under the Act and/or other applicable regulations or procedures. The amendments to Article 121 will enable greater efficiency and cost savings in the transmission of documents from the Company to the Shareholders. The Company will comply with the requirements of the Companies Act and the Listing Manual if and when it decides to transmit notices and documents electronically to its Shareholders.

It is proposed for a consequential amendment to be made to Article 122 to provide that a Shareholder whose registered address is outside Singapore may supply an email address to the Company to be entitled to receive notices and documents.

For consistency, it is proposed that Article 122A be deleted as it is repetitive of the manner in which notices or documents may be served by electronic means.

LETTER TO SHAREHOLDERS

3. THE PROPOSED ADOPTION OF SHARE BUY-BACK MANDATE

3.1 Introduction

Under the Companies Act, a Singapore-incorporated company may purchase or acquire its issued ordinary shares, stocks and preference shares if the purchase or acquisition is permitted under the company's constitution. Any purchase or acquisition of shares by the Company would have to be made in accordance with, and in the manner prescribed by, the Companies Act and such other laws and regulations as may, for the time being, be applicable.

It is a requirement under the Companies Act and the Listing Manual for a company that wishes to purchase or otherwise acquire its own shares should obtain the approval of its shareholders. Accordingly, approval is being sought from the Shareholders for the proposed adoption of the Share Buy-Back Mandate. An ordinary resolution will be proposed, pursuant to which the Share Buy-Back Mandate will be given to the Directors to exercise all powers of the Company to purchase or otherwise acquire Shares according to the terms of the Share Buy-Back Mandate, as well as the rules and regulations set forth in the Companies Act and the Listing Manual.

3.2 Rationale for the Proposed Adoption of the Share Buy-Back Mandate

The Share Buy-Back Mandate will provide the Directors with the ability to enhance Shareholders' value by providing them with the flexibility to purchase or acquire Shares as and when they are of the view that this would be in the best interests of the Company. In addition, the Share Buy-Back Mandate will allow the Directors to improve the return on equity and will, depending on the market conditions, lead to an enhancement of the EPS and the NTA per Share of the Company. The Share Buy-Back Mandate will also allow the Directors to exercise greater control over the Company's share capital structure and dividend payout.

The Share Buy-Back Mandate would give the Company a relatively expedient and cost effective mechanism to facilitate the return of surplus cash reserves over and above its ordinary capital requirements. The Directors are also of the view that the Share Buy-Back Mandate will provide them with the means to mitigate short-term volatility in the price of the Shares, offset the effects of short-term speculation and bolster the confidence of investors and Shareholders.

Shares which are purchased or acquired may be held as treasury shares which have the added benefit of being used for prescribed purposes, such as selling treasury shares for cash. The use of treasury shares in lieu of issuing new Shares would also mitigate the dilution impact on existing Shareholders.

The Directors will only purchase or acquire Shares as and when the circumstances permit and provided that it will be beneficial to the Company and Shareholders. Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate may not be carried out to the full limit as authorised. No purchase or acquisition of Shares will be made in circumstances which would have or may have a material adverse effect on the liquidity and capital adequacy position of the Company as a whole and/or affect the listing status of the Company on the SGX-ST.

It should be noted that there is no assurance that the proposed Share Buy-Back Mandate will achieve the desired effect, nor is there assurance that such effect (if achieved) can be sustained in the longer term.

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3.3 Authority and Limitations

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the proposed Share Buy-Back Mandate, if approved, are set out below:

(a) **Maximum Number of Shares**

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company.

Pursuant to Rule 882 of the Listing Manual, the total number of Shares that may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate is limited to that number of Shares representing not more than ten per cent. (10%) of the issued share capital of the Company, ascertained as at the date of the EGM at which the Share Buy-Back Mandate is approved (the “**Approval Date**”), 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 Shares of the Company shall be taken to be the total number of Shares of the Company as altered after such capital reduction. For purposes of calculating the percentage of issued Shares above, treasury shares and subsidiary holdings will be disregarded.

The Company does not hold any treasury shares and there are no subsidiary holdings as at the Latest Practicable Date.

For illustrative purposes only, based on the existing issued and paid-up share capital of the Company as at the Latest Practicable Date comprising 325,156,492 Shares, and assuming that no further Shares are issued on or prior to the EGM, not more than 32,515,649 Shares (representing ten per cent. (10%) of the Shares as at that date) may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate.

(b) **Duration of Authority**

The purchase or acquisition of Shares may be made, at any time and from time to time, on and from the Approval Date up to the earliest of:

- (i) the date on which the next annual general meeting of the Company is held or required by law to be held;
- (ii) the date on which the Share Buy-Backs are carried out to the full extent mandated pursuant to the Share Buy-Back Mandate; or
- (iii) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the Shareholders in a general meeting.

The authority conferred on the Directors by the Share Buy-Back Mandate to purchase or acquire Shares may be renewed by the Shareholders in a general meeting of the Company, such as at the next annual general meeting or such other general meeting of the Company. When seeking the approval of Shareholders for the renewal of the Share Buy-Back Mandate, the Company is required to disclose details pertaining to purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate made during the previous 12 months, including the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for such purchases or acquisitions of Shares, where relevant, and the total consideration paid for such purchases or acquisitions.

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(c) Manner of Share Buy-Backs

- (i) Pursuant to Rule 882 of the Listing Manual, Share Buy-Backs may be made by way of:
 - (1) on-market share purchases (“**On-Market Share Purchase**”), transacted through the SGX-ST’s trading system or on another stock exchange on which the Company’s equity securities are listed; and/or
 - (2) off-market share purchases (“**Off-Market Share Purchase**”) effected in accordance with an equal access scheme pursuant to Section 76C of the Companies Act. The Directors may impose such terms and conditions which are not inconsistent with the Share Buy-Back Mandate, the Companies Act and the Listing Rules as they consider fit in the interests of the Company in connection with or in relation to an equal access scheme.
- (ii) An Off-Market Share Purchase scheme must, however, satisfy all the following conditions:
 - (1) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares, to purchase or acquire the same percentage of their Shares;
 - (2) all of the abovementioned persons shall be given a reasonable opportunity to accept the offers made; and
 - (3) the terms of all the offers shall be the same, except that there shall be disregarded:
 - (A) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;
 - (B) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid (if applicable); and
 - (C) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.
- (iii) In addition, Rule 885 of the Listing Manual provides that, in making an Off-Market Share Purchase in accordance with an equal access scheme, the Company must issue an offer document to all Shareholders which must contain at least the following information:
 - (1) the terms and conditions of the offer;
 - (2) the period and procedures for acceptance;
 - (3) the reasons for the proposed share buy-back;
 - (4) the consequences, if any, of the share buy-back by the Company that will arise under the Take-over Code or other applicable take-over rules;

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- (5) whether the share buy-back, if made, would have any effect on the listing of the Shares on the SGX-ST;
- (6) details of any share buy-back made by the Company in the previous 12 months (whether On-Market Share Purchases or Off-Market Share Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
- (7) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

(d) Maximum Purchase Price

- (i) The purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors.
- (ii) However, the purchase price to be paid for the Shares must not exceed:
 - (1) in the case of an On-Market Share Purchase, 105% of the Average Closing Price (as defined below); and
 - (2) in the case of an Off-Market Share Purchase, 120% of the Average Closing Price (as defined below),

(the “**Maximum Price**”) in either case, excluding related expenses of the On-Market Share Purchase or Off-Market Share Purchase (as the case may be).

- (iii) For the above purposes:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the date of making the On-Market Share Purchase or, as the case may be, the day of the making of an offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Day period.

“**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Purchase.

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3.4 Status of Purchased or Acquired Shares

(a) Cancellation

Shares that are purchased or acquired by the Company shall, unless held as treasury shares to the extent permitted under the Companies Act (as set out below), be deemed cancelled immediately upon purchase or acquisition, and all rights and privileges attached to those Shares will expire on cancellation. The total number of Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

All Shares purchased or acquired by the Company (other than treasury shares held by the Company to the extent permitted under the Companies Act) will be automatically de-listed by the SGX-ST, and (where applicable) certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase or acquisition.

The Company may decide to cancel Shares which have been purchased or acquired by the Company or hold such Shares as treasury shares, depending on whether it is in the interests of the Company to do so.

(b) Treasury Shares

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

(i) Maximum Holdings

The number of Shares held as treasury shares cannot at any time exceed ten per cent. (10%) of the total number of issued Shares. In the event that the Company holds more than ten per cent. (10%) of the total number of its Shares as treasury shares, the Company shall cancel or dispose of the excess treasury shares in the manner set out under paragraph 3.4(b)(iii) below within six (6) months beginning with the day on which that contravention occurs, or such further period as the Registrar of Companies may allow.

(ii) Voting and Other Rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distributions of assets to members on a winding up) may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed.

A subdivision or consolidation of any treasury share into treasury shares of a smaller amount is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

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(iii) Disposal and Cancellation

Where Shares are held as treasury shares, the Company may at any time (but subject always to the Take-over Code):

- (1) sell the treasury shares for cash;
- (2) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for its employees, directors or other persons;
- (3) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (4) cancel the treasury shares; or
- (5) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

Under Rule 704(28) of the Listing Manual, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares (in each case, the “**usage**”). Such announcement must include details such as the date of the usage, the purpose of the usage, the number of treasury shares comprised in the usage, the number of treasury shares before and after the usage, the percentage of the number of treasury shares comprised in the usage against the total number of issued shares (of the same class as the treasury shares) which are listed on the SGX-ST before and after the usage and the value of the treasury shares comprised in the usage.

The Board shall lodge with ACRA within 30 days of the cancellation or disposal of treasury shares the notice of the cancellation or disposal of treasury shares in the prescribed form with such particulars as may be required in the form, together with payment of the prescribed fee.

3.5 Source of Funds

The Company may only apply funds for Share Buy-Backs as provided in the Constitution and in accordance with the applicable laws in Singapore. Only funds legally available for purchasing Shares in accordance with the Companies Act shall be utilised. Under the Companies Act, any purchase or acquisition of the Shares may be made only if the Company is solvent and out of the Company’s distributable profits which are available for payment as dividends or capital.

Pursuant to Section 76F(4) of the Companies Act, a company is solvent if at the date of the payment the following conditions are satisfied:

- (a) there is no ground on which the company could be found to be unable to pay its debts;
- (b) if –
 - (i) it is intended to commence winding up of the company within the period of 12 months immediately after the date of the payment, the company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or

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- (ii) it is not intended so to commence winding up, the company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and
- (c) the value of its assets is not less than the value of its liabilities (including contingent liabilities) and will not, after any purchase or acquisition of Shares, become less than the value of its liabilities (including contingent liabilities).

In determining that the Company is solvent, the Directors must have regard to the most recently audited financial statements, other relevant circumstances, and may rely on valuations or estimates of liabilities that are reasonable in the circumstances. In determining the value of contingent liabilities, the Directors may take into account the likelihood of the contingency occurring, as well as any claims the Company is entitled to make and can reasonably expect to be met to reduce or extinguish the contingent liability.

The Company intends to use internal resources and/or external borrowings to finance the Company's purchase or acquisition of Shares pursuant to the Share Buy-Back Mandate. The Board will principally consider the availability of internal resources, and also the availability of external financing. However, in considering the option of external financing, the Board will particularly consider the prevailing gearing level of the Company. The Board will only make purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate in circumstances which they believe will not result in any material adverse effect on the financial condition of the Company. The purchase or acquisition of Shares will only be effected after considering relevant factors such as the working capital requirement, availability of financial resources, the expansion and investment plans of the Company and the prevailing market conditions.

The Directors do not propose to exercise the Share Buy-Back Mandate in a manner and to such extent that the liquidity, gearing levels and capital adequacy position of the Group would be materially adversely affected.

3.6 Financial Effects

(a) **General**

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent. Where the total amount of the purchase price paid by the Company for the Shares (excluding brokerage, stamp duties, applicable goods and services tax, clearance fees and other related expenses) (the "**Purchase Price**") paid by the Company for the purchase or acquisition of Shares is made out of profits, such Purchase Price will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the Purchase Price paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

Where the Company chooses not to hold the purchased Shares in treasury, such Shares shall be cancelled. The Company shall:

- (i) reduce the amount of its share capital where the Shares were purchased or acquired out of the capital of the Company;

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- (ii) reduce the amount of its profits where the Shares were purchased or acquired out of the profits of the Company; or
- (iii) reduce the amount of its share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company,

by the total amount of the Purchase Price paid by the Company for the Shares cancelled. Where the purchased Shares are held in treasury, the total number of issued Shares will remain unchanged.

Shareholders should note that the financial effects illustrated below are for illustration purposes only. In particular, it is important to note that the financial analysis set out below are based on the audited consolidated financial statements for FY2018 and are not necessarily representative of future financial performance of the Group. Although the proposed Share Buy-Back Mandate would authorise the Company to buy-back up to ten per cent. (10%) of the Company's issued Shares, the Company may not necessarily buy back, or be able to buy back, ten per cent. (10%) of the issued Shares in full.

(b) Financial Effects of the Share Buy-Back Mandate

It is not possible for the Company to realistically calculate or quantify the impact of purchases or acquisitions that may be made pursuant to the Share Buy-Back Mandate on the NTA and EPS as the resultant effect would depend on factors such as the aggregate number of Shares purchased or acquired, the purchase prices paid at the relevant time, the amount (if any) borrowed by the Company to fund the purchases or acquisitions, whether the purchase or acquisition is made out of profits or capital, and whether the Shares purchased or acquired are held in treasury or cancelled.

The Directors do not propose to exercise the Share Buy-Back Mandate to such an extent that it would have a material adverse effect on the working capital requirements of the Group. The purchase or acquisition of Shares will only be effected after considering relevant factors such as the working capital requirement, availability of financial resources, the expansion and investment plans of the Group, and the prevailing market conditions.

Purely for illustrative purposes, on the basis of 325,156,492 Shares in issue (excluding shares held as treasury shares and subsidiary holdings) as at the Latest Practicable Date and assuming no further Shares are issued and no reduction of the share capital of the Company is effected on or prior to the EGM, the purchase by the Company of ten per cent. (10%) of its issued Shares will result in the purchase of 32,515,649 Shares.

In the case of an On-Market Share Purchase by the Company and assuming that the Company purchases or acquires 32,515,649 Shares at the Maximum Price of S\$0.475 for each Share (being the price equivalent to 105% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition is approximately S\$15,444,933.

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In the case of an Off-Market Share Purchase by the Company and assuming that the Company purchases or acquires 32,515,649 Shares at the Maximum Price of S\$0.540 for each Share (being the price equivalent to 120% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition is approximately S\$17,558,450.

For illustrative purposes only and on the basis of the assumptions set out above as well as the following:

- (i) the Share Buy-Back Mandate had been effective on 31 December 2018; and
- (ii) such Share purchases are funded solely by internal resources and/or borrowings,

the financial effects on the audited consolidated financial results of the Group and the Company for FY2018, are set out below:

(i) **Purchases made entirely out of capital and held as treasury shares**

	GROUP				COMPANY			
	On-Market Share Purchase		Off-Market Share Purchase		On-Market Share Purchase		Off-Market Share Purchase	
As at 31 December 2018	Before S\$'000	After S\$'000	Before S\$'000	After S\$'000	Before S\$'000	After S\$'000	Before S\$'000	After S\$'000
Share Capital and Reserves	419,187	419,187	419,187	419,187	100,975	100,975	100,975	100,975
Shares held in treasury	-	(15,445)	-	(17,558)	-	(15,445)	-	(17,558)
NTA ⁽¹⁾	419,078	403,633	419,078	401,520	100,975	85,530	100,975	83,417
Total Equity	420,883	405,438	420,883	403,325	100,975	85,530	100,975	83,417
Current Assets	163,608	148,163	163,608	146,050	399,250	383,805	399,250	381,692
Current Liabilities	(124,090)	(124,090)	(124,090)	(124,090)	(118,473)	(118,473)	(118,473)	(118,473)
Working Capital	39,518	24,073	39,518	21,960	280,777	265,332	280,777	263,219
Total Borrowings ⁽²⁾	(323,964)	(323,964)	(323,964)	(323,964)	(193,000)	(193,000)	(193,000)	(193,000)
Cash and cash equivalents	74,959	59,514	74,959	57,401	49,979	34,534	49,979	32,421
Number of Shares ('000)	325,156	292,640	325,156	292,640	325,156	292,640	325,156	292,640
Number of Treasury Shares	-	32,516	-	32,516	-	32,516	-	32,516
Financial Ratios								
NTA per share (cents)	128.89	137.93	128.89	137.21	31.05	29.23	31.05	28.50
Gearing (times) ⁽³⁾	0.77	0.80	0.77	0.77	1.91	2.26	1.91	2.31
Current Ratio (times) ⁽⁴⁾	1.32	1.19	1.32	1.18	3.37	3.24	3.37	3.22
Basic EPS (cents) ⁽⁵⁾	5.42	6.02	5.42	6.02	(1.53)	(1.70)	(1.53)	(1.70)
Profit attributable to owner	17,625	17,625	17,625	17,625	(4,978)	(4,978)	(4,978)	(4,978)

Notes:

- (1) NTA equals share capital and reserves less goodwill and other intangible assets.
- (2) Total borrowings refer to borrowings from financial institutions, including bonds.
- (3) Gearing ratio equals total borrowings divided by total equity.

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- (4) Current ratio means current assets divided by current liabilities.
- (5) Basic EPS equals profit attributable to owners of the Company divided by the weighted average number of ordinary shares in issue.

(ii) Purchases made entirely out of capital and cancelled

	GROUP				COMPANY			
	On-Market Share Purchase		Off-Market Share Purchase		On-Market Share Purchase		Off-Market Share Purchase	
As at 31 December 2018	Before S\$'000	After S\$'000	Before S\$'000	After S\$'000	Before S\$'000	After S\$'000	Before S\$'000	After S\$'000
Share Capital and Reserves	419,187	403,742	419,187	401,629	100,975	100,975	100,975	100,975
Shares held in treasury	-	-	-	-	-	-	-	-
NTA ⁽¹⁾	419,078	403,633	419,078	401,520	100,975	85,530	100,975	83,417
Total Equity	420,883	405,438	420,883	403,325	100,975	85,530	100,975	83,417
Current Assets	163,608	148,163	163,608	146,050	399,250	383,805	399,250	381,692
Current Liabilities	(124,090)	(124,090)	(124,090)	(124,090)	(118,473)	(118,473)	(118,473)	(118,473)
Working Capital	39,518	24,073	39,518	21,960	280,777	265,332	280,777	263,219
Total Borrowings ⁽²⁾	(323,964)	(323,964)	(323,964)	(323,964)	(193,000)	(193,000)	(193,000)	(193,000)
Cash and cash equivalents	74,959	59,514	74,959	57,401	49,979	34,534	49,979	32,421
Number of Shares ('000)	325,156	292,640	325,156	292,640	325,156	292,640	325,156	292,640
Financial Ratios								
NTA per share (cents)	128.89	137.93	128.89	137.21	31.05	29.23	31.05	28.50
Gearing (times) ⁽³⁾	0.77	0.80	0.77	0.81	1.91	2.26	1.91	2.31
Current Ratio (times) ⁽⁴⁾	1.32	1.19	1.32	1.18	3.37	3.24	3.34	3.22
Basic EPS (cents) ⁽⁵⁾	5.42	6.02	5.42	6.02	(1.53)	(1.70)	(1.53)	(1.70)
Profit attributable to owner	17,625	17,625	17,625	17,625	(4,978)	(4,978)	(4,978)	(4,978)

Notes:

- (1) NTA equals share capital and reserves less goodwill and other intangible assets.
- (2) Total borrowings refer to borrowings from financial institutions, including bonds.
- (3) Gearing ratio equals total borrowings divided by total equity.
- (4) Current ratio means current assets divided by current liabilities.
- (5) Basic EPS equals profit attributable to owners of the Company divided by the weighted average number of ordinary shares in issue.

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The financial effects set out above are for illustrative purposes only. Although the Share Buy-Back Mandate would authorise the Company to purchase up to ten per cent. (10%) of the issued Shares, the Company may not necessarily purchase or be able to purchase the entire ten per cent. (10%) of the issued Shares. In addition, the Company may cancel all or part of the Shares purchased or acquired, or hold all or part of the Shares purchased or acquired in treasury.

The Directors emphasize that they do not propose to exercise the Share Buy-Back Mandate to the extent that it will have a material adverse impact on the financial position of the Group. The Directors will be prudent in exercising the Share Buy-Back Mandate only to such extent which the Directors believe will achieve benefits to the Group and its Shareholders from time to time, giving consideration to the prevailing market conditions, the financial position of the Group and other relevant factors.

(c) Tax implications

Shareholders who are in doubt as to their respective tax positions or tax implications of a Share Buy-Back by the Company, or who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.

3.7 Reporting Requirements

The Companies Act and the Listing Rules require the Company to make reports in relation to the Share Buy-Back Mandate as follows:

- (a) within 30 days of the passing of a Shareholders' resolution to approve purchases or acquisitions of Shares by the Company, the Company must lodge a copy of such resolution with ACRA;
- (b) the Company must notify ACRA, within 30 days of a purchase or acquisition of Shares on the SGX-ST or otherwise. Such notification in the form as may be prescribed by ACRA shall include details of the purchase or acquisition, including the date of the purchase or acquisition, the total number of Shares purchased or acquired by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued share capital before the purchase or acquisition of Shares, the Company's issued share capital after the purchase or acquisition of Shares, the amount of consideration paid by the Company for the purchase or acquisition of Shares, whether the Shares were purchased or acquired out of profits or the capital of the Company and such other particulars as may be required; and
- (c) purchases of Shares must be reported to the SGX-ST in the forms prescribed by the Listing Rules and announced to the public in the case of On-Market Share Purchases, not later than 9.00 a.m. on the Market Day following the day of purchase or acquisition of any of its Shares and in the case of Off-Market Share Purchases, not later than 9.00 a.m. on the second Market Day after the close of acceptances of the offer made by the Company pursuant to Rule 886.

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3.8 Suspension of Buy-Back of Shares

The Listing Rules do not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time(s). However, as the Company would be considered an “insider” in relation to any proposed purchase or acquisition of its Shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Buy-Back Mandate after a price sensitive development has occurred or has been the subject of a consideration and/or a decision of the Board until such time as the price sensitive information has been publicly announced. In particular, the Company will not purchase any Shares during the period commencing two (2) weeks before the announcement of the Company’s results for each of the first three (3) quarters of the financial year, and one (1) month before the announcement of the Company’s annual (full-year) results, as the case may be, and ending on the date of announcement of the relevant results.

3.9 Listing Status

The Listing Rules require a listed company to ensure that at least ten per cent. (10%) of the total number of issued Shares excluding treasury shares (excluding preference shares and convertible equity securities) are at all times held by the public. The “public”, as defined in the Listing Rules, are persons other than the Directors, chief executive officer, Substantial Shareholders or Controlling Shareholders of the Company and its subsidiaries, as well as the Associates of such persons.

As at the Latest Practicable Date, there is a public float of 80,677,662 Shares representing approximately 24.81% of the issued Shares (excluding treasury shares). Assuming the Company exercises the Share Buy-Back Mandate in full and purchases the maximum of ten per cent. (10%) of its Shares through On-Market Share Purchases from the public, the public float would be reduced to approximately 16.46% of the issued Shares (excluding treasury shares). Accordingly, the Company is of the view that there is a sufficient number of the Shares in issue held by public Shareholders which would permit the Company to undertake Share Buy-Backs up to the full ten per cent. (10%) limit pursuant to the Share Buy-Back Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or adversely affect the orderly trading of the Shares.

In undertaking any Share Buy-Back, the Directors will use their best efforts to ensure that a sufficient number of Shares remain in public hands so that the Share Buy-Backs will not:

- (a) adversely affect the listing status of the Shares on the SGX-ST;
- (b) cause market illiquidity; or
- (c) adversely affect the orderly trading of Shares.

3.10 Share Buy-Backs during the last 12 months

The Company currently does not have in force a share buy-back mandate and accordingly has not purchased any Shares during the 12-month period preceding the Latest Practicable Date.

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3.11 Take-over Code implications

(a) Obligation to make a take-over offer

Pursuant to Appendix 2 of the Take-over Code, an increase of a shareholder's proportionate interest in the voting rights of the Company as a result of any purchase or acquisition of Shares by the Company will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code ("**Rule 14**").

Under Rule 14, a person will incur an obligation to make a mandatory take-over offer for the Company if, *inter alia*, he and persons acting in concert with him increase their voting rights in the Company to 30% or more or, if they, together holding between 30% and 50% of the Company's voting rights, increase their voting rights in the Company by more than one per cent. (1%) in any period of six (6) months.

If, as a result of any purchase or acquisition by the Company of Shares, the proportionate interest in the voting capital of the Company of a Shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14. Consequently, a Shareholder or a group of Shareholders acting in concert with a Director could obtain or consolidate effective control of the Company and become obliged to make an offer under Rule 14.

(b) Persons acting in concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate effective control of that company.

Unless the contrary is established, the Take-over Code presumes, *inter alia*, the following persons to be acting in concert, namely:

- (i) a company with any of its directors (together with their close relatives, related trusts and companies controlled by any of the directors, their close relatives and related trusts);
- (ii) a company, its parent company, subsidiaries and fellow subsidiaries, and their associated companies and companies of which such companies are associated companies, all with each other. For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status; and
- (iii) an individual, his close relatives, his related trusts, any person who is accustomed to act according to his instructions, companies controlled by any of the foregoing, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

The circumstances under which Shareholders, including Directors and persons acting in concert with them, respectively, will incur an obligation to make a take-over offer after a purchase or acquisition of Shares by the Company are set out in Rule 14 and Appendix 2 of the Take-over Code.

LETTER TO SHAREHOLDERS

3.12 Effect of Rule 14 and Appendix 2 of the Take-over Code

The effect of Rule 14 and Appendix 2 of the Take-over Code is that:

- (a) unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and persons acting in concert with them would increase to 30% or more, or if the voting rights of such Directors and persons acting in concert with them fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and persons acting in concert with them would increase by one per cent. (1%) in any period of six (6) months; and
- (b) a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30% or more, or if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent. (1%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buy-Back Mandate.

The statements in this Circular do not purport to be a comprehensive or exhaustive description of all implications that may arise under the Take-over Code. Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any purchase or acquisition of Shares by the Company should consult their professional advisers and/or the SIC and/or other relevant authorities at the earliest opportunity.

3.13 Application of the Take-over Code

The interests of the Directors and Substantial Shareholders of the Company in the Shares are disclosed in Paragraph 4 below.

As at the Latest Practicable Date, none of the Directors or Substantial Shareholders of the Company would become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code as a result of the Share Buy-backs by the Company of the maximum limit of 10% of the total number of issued Shares as at the Latest Practicable Date.

Shareholders are advised to consult their professional advisers and/or the SIC and/or the relevant authorities at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any share buy-backs or acquisitions by the Company pursuant to the Share Buy-back Mandate.

LETTER TO SHAREHOLDERS

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

Based on the Company's register of Directors and register of Substantial Shareholders respectively, as at the Latest Practicable Date, the interests of Directors and Substantial Shareholders of the Company in the Shares before and after the purchase or acquisition of Shares pursuant to the Share Buy-Back Mandate, assuming (a) the Company purchases or acquires the maximum amount of ten per cent. (10%) of the total number of issued Shares, and (b) there is no change in the number of Shares held by the Directors and the Substantial Shareholders or in which they are deemed interested, are as follows:

	Before Share Buy-Back (No. of Shares)			Before Share Buy-Back (%) ⁽¹⁾	After Share Buy-Back (%) ⁽²⁾
	Direct Interest	Deemed Interest	Total Interest		
Directors					
Mr Toh Khai Cheng	22,084,392	144,510,959 ⁽³⁾	166,595,351	51.235	56.928
Mr Toh Giap Eng	38,896,249	89,854,559 ⁽⁴⁾	128,750,808	39.597	43.996
Mr Toh Gap Seng	17,768,370	1,038,800 ⁽⁵⁾	18,807,170	5.784	6.427
Mr Chew Chin Hua	36,000	–	36,000	0.011	0.012
Mr Tan Tiong Cheng	12,000	–	12,000	0.004	0.004
Mr Teng Heng Chew Eric	200,000	–	200,000	0.062	0.068
Substantial Shareholders (other than Directors)					
Heeton Investments Pte Ltd	64,854,559	25,000,000 ⁽⁶⁾	89,854,559	27.634	30.705
Hong Heng Company Private Limited	54,656,400	0 ⁽⁴⁾	54,656,400	16.809	18.677
Kim Seng Holdings Pte Ltd	18,000,000	–	18,000,000	5.536	6.151
Tan Fuh Gih	–	18,000,000 ⁽⁷⁾	18,000,000	5.536	6.151
Tan Hoo Lang	–	18,000,000 ⁽⁷⁾	18,000,000	5.536	6.151
Tan Kim Seng	–	18,000,000 ⁽⁷⁾	18,000,000	5.536	6.151

Notes:

- (1) Based on 325,156,492 Shares in issue (excluding treasury shares and subsidiary holdings) as of the Latest Practicable Date.
- (2) Based on 292,640,843 Shares in issue (excluding treasury shares and subsidiary holdings), assuming that the Company purchases the maximum number 32,515,649 Shares under the Share Buy-Back Mandate.
- (3) Toh Khai Cheng is deemed to be interested in the 89,854,559 Shares held by Heeton Investments Pte Ltd and the 54,656,400 Shares held by Hong Heng Company Private Limited.
- (4) Toh Giap Eng is deemed to be interested in the 89,854,559 Shares held by Heeton Investments Pte Ltd.
- (5) Toh Gap Seng is deemed to be interested in the 1,038,800 Shares held by his spouse.
- (6) Heeton Investments Pte Ltd is deemed to be interested in the 25,000,000 Shares held by Sing Investments and Finance Limited.
- (7) Tan Fuh Gih, Tan Hoo Lang and Tan Kim Seng are deemed to be interested in the 18,000,000 Shares held by Kim Seng Holdings Pte Ltd.

LETTER TO SHAREHOLDERS

5. DIRECTORS' RECOMMENDATION

5.1 Proposed Amendments to the Constitution

The Directors are of the opinion that the proposed amendments to the Constitution are in the best interests of the Company. Accordingly, the Board recommends that Shareholders vote in favour of Resolution 1, relating to the proposed amendments to the Constitution as set out in the Notice of EGM.

5.2 Proposed Adoption of the Share Buy-Back Mandate

The Directors are of the opinion that the proposed adoption of the Share Buy-Back Mandate is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of Resolution 2, relating to the proposed adoption of the Share Buy-Back Mandate as set out in the Notice of EGM.

6. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page 41 of this Circular, will be held at 60 Sembawang Road #01-02/03, Hong Heng Mansions, Singapore 779088 on 23 April 2019 at 11.00 a.m. (or as soon as practicable following the conclusion or adjournment of the annual general meeting of the company convened on the same day and at the same place at 10.00 a.m.) for the purpose of considering and, if thought fit, passing the resolutions (with or without any modification) set out in the Notice of EGM.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf must complete, sign and return the Proxy Form attached to this Circular in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at 60 Sembawang Road, #01-02 Hong Heng Mansions, Singapore 779088 not less than 48 hours before the time fixed for the EGM. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM should he subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.

A Depositor shall not be regarded as a shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as at 72 hours before the EGM.

LETTER TO SHAREHOLDERS

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed amendments to the Constitution and the proposed adoption of the Share Buy-Back Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 60 Sembawang Road, #01-02 Hong Heng Mansions, Singapore 779088 during normal business hours on any weekday (public holidays excepted) up to and including the date of the EGM:

- (a) the Constitution of the Company; and
- (b) the Annual Report of the Company for the financial year ended 31 December 2018.

Yours faithfully

HEETON HOLDINGS LIMITED

Mr Teng Heng Chew Eric
Executive Director and Chief Executive Officer

APPENDIX A – THE PROPOSED AMENDMENTS TO THE CONSTITUTION

The proposed amendments to the Constitution of the Company are set out below. It is proposed that the following articles in the Constitution of the Company be amended in the following manner where text in strikethrough indicates deletions from and underlined text indicates additions to the Constitution of the Company.

“2. *In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:—*

WORDS

MEANINGS

“Applicable Laws”

- All laws, bye-laws, regulations, orders and/or official directions for the time being in force affecting the Company and its subsidiaries, including but not limited to the Act, the Securities and Futures Act, Chapter 289 and the Listing Manual of the Singapore Exchange, Provided Always that a waiver granted in connection to any such law shall be treated as due compliance with such relevant law.

“current address”

- Shall have the meaning ascribed to it in the Act

“electronic communication”

- Has the same meaning given to it in the Act, namely communication transmitted (whether from one person to another, from one device to another, from a person to a device or from a device to a person) —
- (a) by means of a telecommunication system; or
- (b) by other means but while in an electronic form, such that it can (where particular conditions are met) be received in legible form or be made legible following receipt in non-legible form.

“relevant intermediary”

- Has the same meaning given to “relevant intermediary” in Section 181 of the Act, namely —
- (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the SFA and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

APPENDIX A – THE PROPOSED AMENDMENTS TO THE CONSTITUTION

5. **SPECIAL RIGHTS.** *Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine; PROVIDED ALWAYS THAT any shares issued shall be subject to such limitations as may be prescribed by the Singapore Exchange and the rights attaching to shares of a class other than ordinary shares must be expressed.*
6. **REDEEMABLE PREFERENCE SHARE.** *Subject to Section 70 of the Act, any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed. The Company shall also have the power to issue further preference shares ranking equally with or in priority to any preference shares already issued. The total number of issued preference shares shall not exceed the total number of issued ordinary shares at any time.*
13. **SHARE CERTIFICATES.** *Unless otherwise resolved by the Directors, securities will be allotted and certificates issued in the name of and despatched to every person whose name is entered as a Member in the Register of Members within such period as may be approved by the Singapore Exchange ten market days of the final applications closing date for an issue of securities and within fifteen market days after the lodgement of any transfer. Every person whose name is entered as a Member in the Register of Members shall be entitled without payment to one certificate under the seal of the Company in respect of each class of shares held by him for all his shares in that class or several certificates in reasonable denominations each for one or more of his shares in any one class upon payment of \$2.00 (or such lesser sum as the Directors shall from time to time determine) for every certificate after the first. PROVIDED ALWAYS THAT in the case of joint holders the Company shall not be bound to issue more than one certificate and delivery of such certificate to any one of them shall be sufficient delivery to all such holders. PROVIDED FURTHER THAT the Company shall not be bound to register more than three persons as the holders of any share except in the case of executors or administrators of the estate of a deceased Member.*
14. **RENEWAL OF CERTIFICATES.** *Subject to the provisions of the Statutes, ~~if any share certificate shall be worn out, defaced, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity or undertaking (if required) being given by the registered holder, transferee, person entitled, purchaser, member company of the Singapore Exchange or on behalf of its or their client(s) as the Directors shall require payment of such fee not exceeding \$2.00 or in the event of the Company being listed on the Singapore Exchange such other sum as may from time to time be prescribed by the Singapore Exchange and on such terms, if any, as to evidence and indemnity and the payment of out-of-pocket expenses of the Company investigating evidence, as the Directors think fit and, in the case of defacement or wearing out, on delivery-up of the old certificate and in any case on payment of such sum not exceeding two Singapore Dollars as the Directors may from time to time require (or such other amount as may be permitted under the Statutes).~~ In the case of destruction, loss or theft, a shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.*
15. **COMPANY TO HAVE LIEN ON SHARES AND DIVIDENDS.** *The Company shall have a lien on every share ~~not being a fully-paid share for all monies (whether presently payable or not) called or payable at a fixed time and dividends from time to time declared in respect of such shares. Such lien shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such monies are due and unpaid, and to such amounts, and for all monies as the company may be called upon by law to pay in respect of the shares of the member or deceased member. The Company's lien, if any, on a share shall extend to all dividends payable thereon.~~*

APPENDIX A – THE PROPOSED AMENDMENTS TO THE CONSTITUTION

53. **ANNUAL GENERAL MEETINGS.** ~~A general meeting shall be held once in every calendar year in accordance with the provisions of the Act, in Singapore unless prohibited by relevant laws and regulations of the jurisdiction of the Company's incorporation, at such time and place as may be determined by the Directors, but so that not more than fifteen months shall be allowed to elapse between any two such general meetings.~~
55. **EXTRAORDINARY GENERAL MEETINGS.** ~~The Directors may call an extraordinary general meeting whenever they think fit, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 176 of the Act. Such general meetings shall be held in Singapore unless prohibited by relevant laws and regulations of the jurisdiction of the Company's incorporation, at such time and place as may be determined by the Directors.~~
56. **NOTICE OF MEETING.** ~~Subject to the provisions of Sections 184 and 185 of the Act relating to the convening of meetings to pass special resolutions and resolutions of which special notice is required, fourteen days' notice at the least, specifying Subject to the Applicable Laws relating to the convening of meetings and agreements for shorter notice, the notices convening meetings shall specify the place, the day and the hour of the meeting, and shall be given in manner hereinafter mentioned to such persons as are under the provisions of these Articles and the Act entitled to receive notices of general meetings from the Company, but with the consent of all persons for the time being entitled as aforesaid, a meeting may be convened upon a shorter notice, and in such manner as such persons may approve. The period of notice shall in each case be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held. to all shareholders at least fourteen days before the meeting (excluding the date of notice and the date of meeting). Where notices contain special resolutions, they must be given to shareholders at least twenty-one days before the meeting (excluding the date of notice and the date of meeting). Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special businesses. For as long as the Company is listed on the Singapore Exchange, At least fourteen days' notice of every such meeting shall be given by advertisement in the daily press and in writing to the Singapore Exchange each stock exchange on which the company is listed. The accidental omission to give such notice to, or the non-receipt of such notice by, any such person shall not invalidate the proceedings or any resolution passed at any such meeting.~~
62. **NOTICE OF ADJOURNED MEETINGS.** ~~The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place in Singapore unless prohibited by relevant laws and regulations of the jurisdiction of the Company's incorporation, at such time and place as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no Member shall be entitled to any notice of any adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.~~

APPENDIX A – THE PROPOSED AMENDMENTS TO THE CONSTITUTION

63. **HOW RESOLUTION DECIDED.**

- (1) If required by the listing rules of the SGX-ST, all resolutions at general meetings shall be voted by poll unless such requirement is waived by the Singapore Exchange.
- (2) Subject to Article 63(1), at ~~At~~ any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands a poll is demanded by the Chairman or by any person for the time being entitled to vote at the meeting, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, shall be conclusive, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (3) Where required by Applicable Laws, the Chairman of the meeting shall appoint at least one scrutineer for each general meeting who shall be independent of the persons undertaking the polling process. Where the appointed scrutineer is interested in the resolution(s) to be passed at the general meeting, it shall refrain from acting as the scrutineer for such resolution(s).

64. **HOW POLL TO BE TAKEN.** A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place in Singapore unless prohibited by relevant laws and regulations of the jurisdiction of the Company's incorporation, and in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Subject to Article 63, any business other than that upon which a poll has been demanded may be proceeded with at a meeting pending the taking of the poll.

66. **NUMBER OF VOTES.** ~~(1)~~ Subject to any rights or restrictions for the time being attached to any class or classes of shares, every Member present in person and each proxy and each attorney shall have one vote on a show of hands and on a poll, every Member present in person or by proxy shall have one vote for each share which he holds or represents, and for every Member who is a relevant intermediary and who is represented by two or more proxies each proxy shall be entitled to vote on a show of hands, PROVIDED THAT a Depositor shall only be entitled to attend any general meeting and to speak and vote thereat if his name appears on the Depository Register ~~seventy-two~~ ~~forty-eight~~ hours before the general meeting as a Depositor on whose behalf the Depository holds shares in the Company, the Company being entitled then to deem each such Depositor as holding such number of shares as is actually credited to the Securities Account of the Depositor as at such time, according to the records of the Depository as supplied by the Depository to the Company, or where a Depositor has appointed a proxy, such proxy as representing such number of shares.

71. **APPOINTMENT OF PROXIES.**

- (1) Save as otherwise provided in the Act:
 - (i) a Member who is not a relevant intermediary may appoint not more than two proxies to attend, speak and vote at the same general meeting. Where such Member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy;

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- (ii) a Member who is a relevant intermediary may appoint more than two proxies to attend, speak and vote at the same general meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member. Where such Member 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.
- (2) Where the Member appoints more than one proxy to attend and vote at the same general meeting he shall specify on each instrument of proxy the number of shares in respect of which the appointment is made, failing which, the appointment shall be deemed to be in the alternative.
- (3) No instrument appointing a proxy of a Depositor shall be rendered invalid merely by reason of any discrepancy between the Depositor's shareholding specified in the instrument of proxy, or where the same has been apportioned between two proxies the aggregate of the proportions of the Depositor's shareholding they are specified to represent, and the true balance standing to the Securities Account of the Depositor as appears on the Depository Register ~~forty-eight~~seventy-two hours before the general meeting. In the event of such discrepancy, the Directors shall be entitled to deem such Proxy to represent the true balance standing to the Securities Account of the Depositor as appears on the Depository Register ~~forty-eight~~seventy-two hours before the general meeting, or where two proxies have been appointed by such Depositor, to apportion the said number of shares standing to his Securities Account between the two proxies in the same proportion as specified by the Depositor in appointing the proxies.
- (4) A proxy or representative need not be a Member.
- (5) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (6) The deposit of an instrument appointing a proxy does not preclude the Member concerned from attending and voting in person at the meeting, as well as for any adjournment of the meeting to which it relates. In such an event, the appointment of the proxy or proxies is deemed to be revoked by the Member concerned at the point when the Member attends the meeting.
72. **INSTRUMENT APPOINTING A PROXY TO BE LEFT AT THE OFFICE.** The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall be deposited at the Office not less than ~~forty-eight~~seventy-two hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid PROVIDED THAT the Directors shall be entitled to reject any instrument of proxy lodged by an Depositor whose name does not appear on the Depository Register as a Depositor on whose behalf the Depository holds shares in the Company ~~forty-eight~~seventy-two hours before the general meeting at which the proxy is to act.

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79. **ALTERNATE DIRECTORS.** Any Director may from time to time and at any time appoint any person (not disapproved by a majority of the other Directors for the time being and who shall not be a person who is already a Director of the Company and who is not already an alternate Director of the Company) to be alternate Director of the Company, and may at any time remove the alternate Director so appointed by him from office. An alternate Director so appointed shall be entitled to receive remuneration from the Company and to receive notices of and attend all meetings of the Directors, and to vote as a Director at any such meeting at which the Director appointing him is not present, and generally in the absence of his appointor to perform all the functions of his appointor as a Director. Any fee paid by the Company to the alternate Director shall be deducted from the remuneration payable to his appointor. All appointments and removals of alternate Directors made by any Director in pursuance of the provisions of this Article shall be in writing under the hand of the Director making the same and left at the Office. The nomination of an alternate Director shall be valid if made by cable or telegram; PROVIDED ALWAYS THAT such nomination shall be confirmed within three months from the date of such cable or telegram by a written nomination complying with the abovementioned requirements, and any act done by the alternate Director nominated in such cable or telegram between the date thereof and the date of the receipt within the prescribed period by the Company of the written nomination shall be as valid and effectual as if such alternate Director had been duly appointed in the first instance, whether such written nomination shall be received by the Company within the prescribed period or not. A person shall not act as an alternate Director to more than one Director at the same time.
80. **DIRECTORS' REMUNERATION.** Fees payable to the Directors shall from time to time be determined by the Company in a general meeting and such fees shall not be increased except pursuant to an ordinary resolution passed at a general meeting where notice of the proposed increase shall have been given in the notice convening the meeting. Unless otherwise directed by the said ordinary resolution, such fees shall be divided among the Directors in such proportions and manner as they may agree and in default of agreement equally, except that if a Director has held office for part only of the period in respect of which such fees are payable, such a Director shall be entitled only to that proportion of the fees as is related to the period during which he has held office. Fees payable to non-executive directors shall be by a fixed sum (in cash, shares or otherwise) and not by way of commission on or percentage of profits or turnover. Salaries payable to executive directors may not include a commission on or percentage of turnover. The Directors shall also be paid such travelling, hotel and other expenses as may reasonably be incurred by them in the execution of their duties including any such expenses incurred in connection with their attendance at meetings of Directors. If by arrangement with the other Directors any Director shall perform or render any special duties or services outside his ordinary duties as a Director, the Directors may pay him special remuneration, in addition to his ordinary remuneration, ~~and but such special remuneration may be by way of salary, commission, participation in profits or otherwise, as may be arranged shall not include a commission on or percentage of turnover.~~
84. **MANAGING DIRECTORS.** The Directors may from time to time and at any time appoint one or more of their body to be Managing Director or Managing Directors for a term not exceeding three years upon such terms and at such remuneration (whether by way of salary ~~or commission~~ or participation in profits, or by any or all of these modes or otherwise) as they may think fit, and a Director so appointed shall be ~~not, while holding that office, be subject to retirement by rotation in accordance with Article 95 and he shall not be taken into account in determining the rotation of retirement of Directors or the number of Directors to retire, but he shall,~~ subject to the provisions of any contract between him and the Company,

APPENDIX A – THE PROPOSED AMENDMENTS TO THE CONSTITUTION

be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of Director he shall ipso facto and immediately cease to be a Managing Director. A Managing Director shall at all times be subject to the control of the Directors.

87. **VACANCIES IN BOARD.** *The continuing Directors may act at any time notwithstanding any vacancy in their body; but if and so long as their number is reduced below the minimum number fixed by or pursuant to these Articles, the continuing Directors may, except in an emergency, act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, notwithstanding that there shall not be a quorum, but for no other purpose. ~~PROVIDED ALWAYS THAT in case the Directors shall at any time be reduced in number to less than the minimum number prescribed by these Articles, it shall be lawful, for them to act as Directors for the purpose of filling up vacancies in their body, or of summoning a general meeting of the Company, but not for any other purpose.~~*
90. **DIRECTORS MAY CONTRACT WITH COMPANY.** *A Director may contract with and be interested in any contract or proposed contract with the Company and shall not be liable to account for any profit made by him by reason of any such contract; PROVIDED ALWAYS THAT the nature of the interest of the Director in any such contract be declared at a meeting of the Directors as required by Section 156 of the Act. No Director shall vote as a Director in respect of any contract or proposed contract or arrangement in which he has ~~is~~ interested, whether directly or indirectly a personal material interest, although he shall be counted in the quorum present at the meeting.*
93. **OFFICE OF DIRECTOR VACATED IN CERTAIN CASES.** *Subject as herein otherwise provided or to the terms of any subsisting agreement, the office of a Director shall be vacated:–*
- (1) if he shall become bankrupt or a receiving order is made against him or he makes any arrangement or composition with his creditors;*
 - (2) if he is prohibited from being a Director by reason of any order made under any provision of the Statutes or is disqualified ~~under the Act from acting holding office as a Director~~ in any jurisdiction for reasons other than technical grounds (in which event he must immediately resign from the board of Directors);*
 - (3) if he is found lunatic or becomes of unsound mind; or*
 - (4) if he resigns his office by notice in writing to the Company.*
95. **ELECTION OF DIRECTORS.**
- (1) An election of Directors shall take place at every annual general meeting of the Company. All Directors ~~except the Managing Director~~ and any Director appointed to fill a casual vacancy pursuant to Article 96 are subject to retirement by rotation as prescribed in Article 95(2) below.*
 - (2) At such annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number rounded up to the nearest one-third shall retire from office. Provided always that all Directors ~~except the Managing Director~~ shall retire at least once every 3 years.*

APPENDIX A – THE PROPOSED AMENDMENTS TO THE CONSTITUTION

96. **VACANCY TO BE FILLED BY DIRECTORS.** *Any vacancy occurring in the Board of Directors may be filled up by the Directors or the Members in the general meeting. A Director so appointed by the Directors shall hold office only until the ~~retire from office at the~~ next annual following general meeting of the company, and ~~but~~ shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such annual general meeting.*
121. (1) **SERVICE OF NOTICES.** *A notice or any other document may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members or, in the case of a Depositor, such address as may be notified by the Depository to the Company for the purpose of the despatch of such notice or document. All notices directed to be given to the Members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Members, and any notice so given shall be sufficient notice to all the holders of such share.*
- (2) *Without prejudice to the provisions of Article 121(1), but subject otherwise to any Applicable Laws, any document (including, without limitation, notices, circulars and annual reports) which is required or permitted to be given, sent or served under Applicable Laws or under the Articles by the Company, or by the Directors, to a Member may be given, sent or served using electronic communications:*
- (a) *to the current address of that person (which may be an email address); or*
- (b) *by making it available on a website prescribed by the Company from time to time, in accordance with the provisions of these Articles and any Applicable Laws and at the discretion of the Directors.*
- (3) **Express Consent:** *For the purposes of Article 121(2) above, the Company may send such document by way of such electronic communications to a Member, if there is express consent from that Member.*
- (4) **Implied Consent:** *For the purposes of Article 121(2) above, a Member shall be implied to have agreed to receive such document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such document, unless otherwise provided under Applicable Laws.*
- (5) **Deemed Consent:** *Notwithstanding Article 121(4) above, the Directors may, at their discretion, give a Member an opportunity to elect within a specified period of time whether to receive such document by way of electronic communications or as a physical copy, and such Member shall be deemed to have consented to receive such document by way of electronic communications if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have a right to receive a physical copy of such document, unless otherwise provided under Applicable Laws. Any election or deemed election by a Member pursuant to this Article 121(4) is a standing election but the Member may make a fresh election at any time, provided that until the Member makes a fresh election, the election or deemed election that is conveyed to the Company last in time prevails over all previous elections as that Member's valid and subsisting election in relation to all documents to be sent.*

APPENDIX A – THE PROPOSED AMENDMENTS TO THE CONSTITUTION

- (6) Articles 121(2), (3), (4) and (5) above shall not apply to such documents which are excluded from being given, sent or served by electronic communications or means pursuant to the Applicable Laws, including:
- (a) forms or acceptance letters that Members may be required to complete;
 - (b) notice of meetings, excluding circulars or letters referred in that notice;
 - (c) notices and documents relating to takeover offers and rights issues; and
 - (d) notices under Rules 1211 and 1212 of the Listing Manual of the Singapore Exchange.
- (7) Where a document is sent by electronic communications, the Company shall inform the Member as soon as practicable of how to request a physical copy of that document from the Company. The Company shall provide a physical copy of that document upon such request.
- (8) Where the Company uses website publication as the form of electronic communications, the Company shall separately provide a physical notification to Members notifying of the following:
- (a) the publication of the document on the website;
 - (b) if the document is not available on the website on the date of notification, the date on which it will be available;
 - (c) the address of the website;
 - (d) the place on the website where the document may be accessed; and
 - (e) how to access the document.
- (9) Where a document is given, sent or served by electronic communications:
- (a) to the current address of a person pursuant to Article 121(2)(a), it shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of such person (notwithstanding any delayed receipt, non-delivery or “returned mail” reply message or any other error message indicating that the electronic communication was delayed or not successfully sent), unless otherwise provided under Applicable Laws; or
 - (b) by making it available on a website pursuant to Article 121(2)(b), it shall be deemed to have been duly given, sent or served on the date on which the document is first made available on the website, or unless otherwise provided under Applicable Laws.

APPENDIX A – THE PROPOSED AMENDMENTS TO THE CONSTITUTION

122. **SERVICE OF NOTICES AND DOCUMENTS OUTSIDE SINGAPORE.** *Notwithstanding Article 121, any Member whose registered address is outside Singapore and who has not supplied an address within Singapore (which may be an email address) for the service of notices and documents shall not be entitled to receive any such notice or documents from the Company.*

~~122A. **SERVICE OF NOTICES BY ELECTRONIC MEANS.** *Without prejudice to the provisions above, any notice or document (including without limitation any accounts, balance sheet or report) which is required or permitted to be given, sent or served under the Act or under these Articles by the Company or by the Directors to a Member or an officer or Auditor of the Company may be given, sent or served using electronic communications to the current address of that person in accordance with the provisions of, or as otherwise provided by, the Statutes and/or any other applicable regulations or procedures. Such notice or document shall be deemed to have been duly given, sent or served upon transmission of the electronic communication to the current address of such person or as otherwise provided under the Statutes and/or any other applicable regulations or procedures.*~~

NOTICE OF EXTRAORDINARY GENERAL MEETING

HEETON HOLDINGS LIMITED

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

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the members of the Company will be held on 23 April 2019 at 60 Sembawang Road #01-02 /03, Hong Heng Mansions, Singapore 779088 at 11.00 a.m. (or as soon as practicable following the conclusion or adjournment of the annual general meeting of the Company convened on the same day and at the same place at 10.00 a.m.) for the purpose of considering and, if thought fit, passing (with or without any modification), the following resolutions:

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 1 April 2019.

RESOLUTION 1:

Special Resolution — The Proposed Amendments to the Constitution

“That the Constitution of the Company be and are hereby amended in the manner described in Appendix A of the Circular to Shareholders dated 1 April 2019.”

RESOLUTION 2:

Ordinary Resolution — The Proposed Adoption of the Share Buy-Back Mandate

“That:

- (a) for the purposes of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), and such other laws and regulations as may for the time being be applicable, approval be and is hereby given for the exercise by the directors of the Company (“**Directors**”) of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company (“**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) on-market share purchases (“**On-Market Share Purchase**”), transacted on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”); and/or
 - (ii) off-market share purchases (“**Off-Market Share Purchase**”) (if effected otherwise than on the SGX-ST) in accordance with an 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 Companies Act,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable (the “**Share Buy-Back Mandate**”);

- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy-Back Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution 2 and the expiring on the earlier of:
- (i) the date on which the next annual general meeting of the Company is held or required by law to be held;
 - (ii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked;
- (d) for the purposes of this Resolution 2:

“Prescribed Limit” means ten per cent. (10%) of the total issued ordinary share capital of the Company (excluding any treasury shares and subsidiary holdings) as at the date of passing of this Resolution 2, 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 Shares of the Company shall be taken to be the total number of Shares of the Company as altered after such capital reduction (excluding any treasury shares and subsidiary holdings);

“Relevant Period” means the period commencing from the date on which the last annual general meeting of the Company was held and expiring on the date of the next annual general meeting of the Company is held or is required by law to be held, or the date on which the purchases of the Shares are carried out to the full extent mandated, whichever is earlier, unless prior to that, it is varied or revoked by resolution of the shareholders of the Company in general meeting;

“Maximum Price” in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Share Purchase, 105% of the Average Closing Price;
- (ii) in the case of an Off-Market Share 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 five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the date of making the On-Market Share Purchase or, as the case may be, the day of the making of an offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days;

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for the purchase of Shares from the shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Purchase; and

“Market Day” means a day on which the SGX-ST is open for trading in securities;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (e) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing such documents as may be required) as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution 2.”

By Order of the Board

Mr Teng Heng Chew Eric
Executive Director, CEO
Singapore
1 April 2019

Notes:

- (1) (a) A member of the Company (“**Member**”) (other than a member who is a relevant intermediary) entitled to attend and vote at the Extraordinary General Meeting 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 Extraordinary General Meeting, 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 (Chapter 50) of Singapore.

- (2) A proxy need not be a member of the Company.
- (3) 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 deposited at the registered office of the Company at 60 Sembawang Road #01-02/03 Hong Heng Mansions, Singapore 779088, not less than 48 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 Extraordinary 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 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, 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.

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PROXY FORM

HEETON HOLDINGS LIMITED

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

PROXY FORM

Important:

1. For investors who have used their CPF monies to buy shares in the capital of Heeton Holdings Limited, this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent solely **FOR INFORMATION ONLY**.
2. Pursuant to Section 181(1C) of the Companies Act, Chapter 50 of Singapore, Relevant Intermediaries may appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting.
3. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF investors who wish to vote should contact their CPF Approved Nominees.

I/We _____ (Name)

of _____ (Address)
being a Shareholder/Shareholders of Heeton Holdings Limited (the "**Company**") hereby appoint:-

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

and/or (delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

failing him/her/them**, the Chairman of the Extraordinary General Meeting (the "**EGM**") of the Company as my/our** proxy/proxies** to attend and to vote for me/us** on my/our** behalf and, if necessary, to demand a poll at the EGM of the Company to be held at 60 Sembawang Road #01-02/03 Hong Heng Mansions, Singapore 779088 on 23 April 2019 at 11.00 a.m. (or as soon as practicable following the conclusion or adjournment of the annual general meeting of the Company convened on the same day and at the same place at 10.00 a.m.), and at any adjournment thereof.

		For***	Against***
1.	Resolution 1: Special Resolution — To approve the proposed amendments to the Constitution		
2.	Resolution 2: Ordinary Resolution — To approve the proposed adoption of the Share Buy-Back Mandate		

*** If you wish to use all your votes "For" or "Against", please indicate with an "X" within the box provided. Alternatively, please indicate the number of votes as appropriate.

In the absence of specific directions, your proxy/proxies may vote or abstain as he/she thinks fit.

Dated this _____ day of _____ 2019

	No. of Shares
CDP Register	
Register of Members	

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

** Delete accordingly

IMPORTANT: PLEASE READ 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 (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. (a) A member of the Company (other than a member who is a relevant intermediary) entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two (2) proxies to attend and vote on his behalf. Where a member appoints two (2) proxies, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of the proxy. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as alternate to the first named or at the Company's option to treat the instrument of proxy as invalid.

(b) A Member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the EGM, 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 (Chapter 50) of Singapore.

3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 60 Sembawang Road #01-02/03 Hong Heng Mansions, Singapore 779088, not less than 48 hours before the time appointed for the holding of the meeting.
5. The instrument appointing a proxy or proxies must be under the hand of the appointer or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies 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.
6. Where the instrument appointing a 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 lodged with the instrument of proxy at the registered office of the Company, not less than 48 hours before the time for holding the meeting and/or any adjournment thereof at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
7. 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, Chapter 50 of Singapore.
8. 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 EGM, 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.
9. Any alteration made to the instrument of proxy 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 EGM.