



## HANWELL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

Company Registration No. 197400888M

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## NOTIFICATION TO SHAREHOLDERS

### HANWELL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

Company Registration No. 197400888M

4 April 2019

Dear Shareholder,

We are pleased to enclose in this booklet containing:

- (i) Notice of AGM dated 4 April 2019 and Proxy Form for AGM to be held on 26 April 2019 at 10.00 a.m., on Friday at 348 Jalan Boon Lay, Singapore 619529; and
- (ii) Notice of EGM dated 4 April 2019 and Proxy Form for EGM to be held on 26 April 2019 at 11.00 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue).

In line with our effort to be environmentally friendly, we have discontinued the mailing of annual report and letter to shareholders this year. Instead, the Annual Report for the financial year 2018 ("**Annual Report**"), Letter to Shareholders dated 4 April 2019 ("**Letter to Shareholders**") and EGM Circular dated 4 April 2019 ("**EGM Circular**") are published on Hanwell's Corporate Website at the URL <http://www.hanwell.com.sg>.

To access the Annual Report, Letter to Shareholders and EGM Circular on our Corporate Website, please go to the "Investor Relations" – "Annual Report" section on the website and click on "2018" under the "Annual Report" tab. In the same tab, Letter to Shareholders and EGM Circular are made available from 4 April 2019. You will need an internet browser and PDF reader to view these documents.

If you wish to receive a printed copy of the Annual Report and/or the Letter to Shareholders and/or EGM Circular, please complete the enclosed Request Form by ticking the appropriate box(es), and return it to us at the specified address, no later than 11 April 2019.

By completing, signing and returning the Request Form to us, you agree and acknowledge that we and/or our service provider may collect, use and disclose your personal data, as contained in your submitted Request Form or which is otherwise collected from you (or your authorised representative(s)), for the purpose of processing and effecting your request.

Yours faithfully,

For and on behalf of Hanwell Holdings Limited

Dr Allan Yap  
Executive Chairman

## REQUEST FORM

**To:** The Company Secretary  
**HANWELL HOLDINGS LIMITED**  
c/o M & C Services Private Limited  
112 Robinson Road  
#05-01  
Singapore 068902

**NB. Please tick accordingly and return this form to us by 11 April 2019. You may like to take note that incomplete or incorrectly completed forms will not be processed.**

- Please send to me/us the Annual Report for the financial year 2018.
- Please send to me/us the Letter to Shareholders dated 4 April 2019.
- Please send to me/us the Circular to Shareholders dated 4 April 2019.

The shares are held by me/us under or through (please tick):

- CDP Securities Account
- CPF Investment Scheme / Supplementary Retirement Scheme Account
- Physical Scrips

Name(s) of Shareholder(s): \_\_\_\_\_

NRIC/Passport/Company Registration Number(s): \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Signature(s): \_\_\_\_\_ Date: \_\_\_\_\_

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1<sup>ST</sup> fold here

Glue all sides firmly. Stapling & spot sealing is disallowed.

Glue all sides firmly. Stapling & spot sealing is disallowed.

2<sup>ND</sup> fold here

**BUSINESS REPLY SERVICE**  
**PERMIT NO. 09509**



The Company Secretary  
**HANWELL HOLDINGS LIMITED**  
c/o M & C Services Private Limited  
112 Robinson Road  
#05-01  
Singapore 068902

Postage will  
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addressee.  
For posting in  
Singapore only.

3<sup>rd</sup> fold here and glue all sides firmly overleaf. Stapling & spot sealing is disallowed.

# HANWELL HOLDINGS LIMITED

(Company Registration No. 197400888M)  
(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Forty-Fifth Annual General Meeting (“**AGM**”) of Hanwell Holdings Limited (the “**Company**”) will be held at 348 Jalan Boon Lay, Singapore 619529 on Friday, 26 April 2019 at 10.00 a.m. for the following purposes:

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2018 together with the Auditors’ Report thereon.

**(Resolution 1)**

2. To declare a first and final dividend (tax exempt one-tier) of S\$0.01 per ordinary share for the financial year ended 31 December 2018 (2017: S\$0.0025).

**(Resolution 2)**

3. To re-elect Dr John Chen Seow Phun as a Director of the Company, who is retiring pursuant to Regulation 87 of the Company’s Constitution.

**(Resolution 3)**

**[See Explanatory Note (1)]**

4. To note the retirement of Mr Lee Po On, as a Director of the Company, who is retiring pursuant to Regulation 87 of the Company’s Constitution and will not be seeking for re-election at the AGM.

5. To re-elect the following Directors of the Company, who are retiring pursuant to Regulation 93 of the Company’s Constitution:

(i) Mr Kong WeiLi

**(Resolution 4)**

(ii) Mr Siu Wai Kam

**(Resolution 5)**

(iii) Mr Goh Yang Jun, Jasper

**(Resolution 6)**

**[See Explanatory Note (2)]**

6. To approve the payment of Directors’ fees of S\$267,000 for the financial year ending 31 December 2019 to be paid quarterly in arrears (2018: S\$279,000).

**(Resolution 7)**

**[See Explanatory Note (3)]**

7. To re-appoint KPMG LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

**(Resolution 8)**

### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without any modifications, the following resolutions, as Ordinary Resolutions:

#### 8. Authority to issue new shares

That pursuant to Section 161 of the Companies Act, Chapter 50 (the “**Companies Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue new shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or

- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

(the "**Share Issue Mandate**")

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (a) new shares arising from the conversion or exercise of the Instruments or any convertible securities;
  - (b) new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares.
- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held; or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments, whichever is earlier.

**[See Explanatory Note (4)]**

**(Resolution 9)**

## 9. **Renewal of Share Buyback Mandate**

That for the purposes of Sections 76C and 76E of the Companies Act, the Directors of the Company be and are hereby authorised to make purchases or otherwise acquire issued ordinary shares in the capital of the Company from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to 8% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as ascertained as at the date of Annual General Meeting of the Company) at the price of up to but not exceeding the Maximum Price as defined in the Company's letter to the shareholders dated 4 April 2019 (the "**Letter**"), in accordance with the terms of the Share Buyback Mandate set out in the Letter, and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until (i) the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held; or (ii) the date on which the share purchases are carried out to the full extent mandated; or (iii) the time when the authority conferred by this mandate is revoked or varied by Shareholders in general meeting, whichever is earlier.

**[See Explanatory Note (5)]**

**(Resolution 10)**

By Order of the Board

Chew Kok Liang  
Company Secretary  
Singapore

4 April 2019

### **Explanatory Notes:**

- (1) **Resolution 3**, Dr John Chen Seow Phun will, upon re-election as a Director of the Company, remain as Deputy Chairman of the Board, Chairman of the Nominating and Remuneration Committees and member of the Audit Committee respectively. He will be considered as independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to Table A of the Corporate Governance Statement from page 48 to page 52 in the Annual Report 2018 for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (2) **Resolutions 4, 5 and 6**, Mr Kong WeiLi will, upon re-election as a Director of the Company, remain as member of the Audit Committee, Nominating Committee, Remuneration Committee and Risk Management Committee respectively. He will be considered as independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Mr Siu Wai Kam will, upon re-election as a Director of the Company, remain as member of the Audit Committee, Nominating Committee, Remuneration Committee and Risk Management Committee respectively. He will be considered as independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Mr Goh Yang Jun, Jasper will, upon re-election as a Director of the Company, remain as member of the Audit Committee, Nominating Committee, Remuneration Committee and Risk Management Committee respectively. He will be considered as independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to Table A of the Corporate Governance Statement from page 48 to page 52 in the Annual Report 2018 for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (3) **Resolution 7**, is to allow the Company to pay Directors' fees to all Non-Executive and Independent Directors in arrears on a quarterly basis for the financial year ending 31 December 2019. In the event that the amount of the Directors' fee proposed is insufficient, approval will be sought at the next year's Annual General Meeting for payments to meet the shortfall.
- (4) **Resolution 9**, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of shares.

- (5) **Resolution 10**, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until (i) the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held; or (ii) the date on which the share purchases are carried out to the full extent mandated; or (iii) the time when the authority conferred by this mandate is revoked or varied by Shareholders in general meeting, whichever is earlier, to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to 8% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the Maximum Price as defined in the Letter. The rationale for, the authority and limits on, the sources of funds to be used for the purchase or acquisition of shares, including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Buyback Mandate on the audited financial statements of the Group for the financial year ended 31 December 2018, are set out in greater detail in the Letter to Shareholders attached to the Annual Report.

**Notes:**

1. A member of the Company (other than a Relevant Intermediary\*) entitled to attend and vote at the Annual General Meeting (the "**Meeting**") is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. Where a member (other than a Relevant Intermediary\*) appoints two (2) proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies.
3. A Relevant Intermediary may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified.)
4. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The appointment of proxy must be executed under seal or the hand of its duly authorised officer or attorney in writing.
5. The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, **M & C Services Private Limited, at 112 Robinson Road #05-01 Singapore 068902, not less than seventy-two (72) hours before the time appointed for holding the Meeting.**

\*A Relevant Intermediary is:

- (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; or
- (b) A person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) 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.

## **PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

## **NOTICE OF BOOKS CLOSURE DATE AND PAYMENT DATE FOR FIRST AND FINAL ORDINARY DIVIDEND**

**NOTICE IS HEREBY GIVEN** that subject to the approval of the shareholders of Hanwell Holdings Limited (the "**Company**") for the first and final Dividend being obtained at the Annual General Meeting ("**AGM**"), the Register of Members and the Transfer Books of the Company will be closed on 10 May 2019 for the purpose of determining shareholders' entitlements to the proposed first and final Dividend.

Duly completed transfers in respect of ordinary shares of the Company received by the Company's Share Registrar, M & C Services Private Limited of 112 Robinson Road, #05-01, Singapore 068902 up to 5.00 p.m. on 9 May 2019 will be registered before entitlements to the Proposed first and final Dividend are determined. Shareholders whose securities account with The Central Depository (Pte) Limited are credited with ordinary shares of the Company at 5.00 p.m. on 9 May 2019 will be entitled to the proposed first and final Dividend.

The proposed payment of the first and final dividend, if approved by the shareholders at the AGM will be paid on 28 May 2019.

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# HANWELL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)  
Company Registration No. 197400888M

## IMPORTANT:

1. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investors") and/or the Supplementary Retirement Scheme ("SRS Investors") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting, but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Meeting.
2. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

## PROXY FORM FOR AGM

(PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS FORM)

I/We\*, \_\_\_\_\_ NRIC/Passport/Co Reg No.:\* \_\_\_\_\_  
of \_\_\_\_\_ (Address)  
being a member/members\* of Hanwell Holdings Limited (the "Company"), hereby appoint:

Name	NRIC/Passport No.*	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or\*

Name	NRIC/Passport No.*	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her/them\*, the Chairman of the Meeting, as my/our\* proxy/proxies\* to attend and vote for me/us\* on my/our\* behalf at the Forty-Fifth Annual General Meeting (the "Meeting") of the Company to be held at 348 Jalan Boon Lay, Singapore 619529 on Friday, 26 April 2019 at 10.00 a.m. and at any adjournment thereof.

I/We\* direct my/our\* proxy/proxies\* to vote "for" or "against" the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies\* will vote or abstain from voting at his/her/their\* discretion. **If no person is named in the above boxes, the Chairman of the Meeting shall be my/our\* proxy to vote for or against the Resolutions to be proposed at the Meeting as indicated hereunder, for me/us\* and on my/our\* behalf at the Meeting and at any adjournment thereof.**

**(Voting will be conducted by poll. Please indicate your vote "For" or "Against" with a tick [✓] within the box provided. Alternatively, please indicate the number of votes as appropriate.)**

	Ordinary Resolutions	No. of votes "For"	No. of votes "Against"
<b>No.</b>	<b>Ordinary Business</b>		
1.	Adoption of Directors' Statement, Audited Financial Statements and Auditors' Report thereon		
2.	Declaration of first and final dividend		
3.	Re-election of Dr John Chen Seow Phun as Director		
4.	Re-election of Mr Kong WeiLi as Director		
5.	Re-election of Mr Siu Wai Kam as Director		
6.	Re-election of Mr Goh Yang Jun, Jasper as Director		
7.	Approval of payment of Directors' fees amounting to S\$267,000 for the financial year ending 31 December 2019 to be paid quarterly in arrears		
8.	Re-appointment of KPMG LLP as Auditors and authorisation for Directors to fix their remuneration		
	<b>Special Business</b>		
9.	Authority to issue new shares pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the SGX-ST		
10.	Renewal of Share Buyback Mandate		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

\_\_\_\_\_  
Signature of Shareholder(s)  
and, Common Seal of Corporate Shareholder

\* Delete where inapplicable

**IMPORTANT: PLEASE READ NOTES ON THE REVERSE SIDE**

**Notes:**

1. Please insert the total number of Shares in the Company held by you (the "**Shares**"). 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 member of the Company (other than a Relevant Intermediary\*), entitled to attend and vote at a meeting of the Company is entitled to appoint one (1) or two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. Where a member (other than a Relevant Intermediary\*) appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
3. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number or class of shares shall be specified).
4. Subject to note 8, completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.
5. The instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Registrar, **M & C Services Private Limited, at 112 Robinson Road #05-01 Singapore 068902, not less than seventy-two (72) hours before the time appointed for holding the Meeting.**
6. The instrument appointing a proxy or proxies must be under the hand of the appointor 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 seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
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, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
8. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investors**") and/or the Supplementary Retirement Scheme ("**SRS Investors**") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Meeting.
9. Unless a lesser number of shares is specified by the member on the form itself, the instrument appointing a proxy/proxies shall be deemed to relate to all the shares held by the member in the account for which this form was issued.

\*A Relevant Intermediary is:

- (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 Securities and Futures Act (Cap. 289) 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.

**Personal Data**

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 Annual General Meeting dated 4 April 2019.

**General**

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his/her/their name(s) in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

# HANWELL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 197400888M)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the “**EGM**”) of Hanwell Holdings Limited (the “**Company**”) will be held at 348 Jalan Boon Lay, Singapore 619529 on Friday 26 April 2019 at 11.00 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue) for the purpose of considering and, if thought fit, passing with or without modifications, the following special resolution:

### **SPECIAL RESOLUTION: THE CAPITAL REDUCTION AND CASH DISTRIBUTION**

That:

- (a) the issued and paid-up share capital of the Company be reduced by S\$20,000,445.10 from S\$200,099,207.29 (as at the Latest Practicable Date) to S\$180,098,762.19 and returning the sum of S\$20,000,445.10 to the Shareholders, being registered holders of the Shares other than the Company, except that where the registered holder is The Central Depository (Pte) Limited, the term “Shareholders” shall mean the Depositors (other than the Company) as defined under the Companies Act, on the basis of S\$0.03614 for each issued ordinary share in the capital of the Company held by a Shareholder or on his/her behalf as at the Books Closure Date to be determined by the Directors; and
- (b) the Directors and each of them be and are hereby authorised to do all acts and things (including, without limitation, executing all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit notices, forms and documents with or to the relevant authorities) as they or each of them deem desirable, necessary or expedient to give effect to the Capital Reduction and Cash Distribution contemplated by this Special Resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

*All capitalised terms in the resolution above and defined in the circular to the shareholders of the Company dated 4 April 2019 (the “**Circular**”) shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the Circular.*

By Order of the Board

Chew Kok Liang  
Company Secretary  
Singapore

4 April 2019

**Notes:**

- (a) A member of the Company (other than a Relevant Intermediary\*) entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (b) Where a member (other than a Relevant Intermediary\*) appoints two (2) proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies.
- (c) A Relevant Intermediary may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her (which number and class of shares shall be specified).
- (d) A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The appointment of proxy must be executed under seal or the hand of its duly authorised officer or attorney in writing.
- (e) The instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Registrar, **M & C Services Private Limited, at 112 Robinson Road #05-01 Singapore 068902, not less than seventy-two (72) hours before the time appointed for holding of the EGM.**

\* A Relevant Intermediary is:

- (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 Securities and Futures Act (Cap. 289) 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 the Central Provident Fund Act (Cap. 36) 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.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

## HANWELL HOLDINGS LIMITED

Company Registration Number: 197400888M  
(Incorporated in the Republic of Singapore)

### PROXY FORM FOR EGM

(PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS FORM)

#### IMPORTANT:

1. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investors") and/or the Supplementary Retirement Scheme ("SRS Investors") (as may be applicable) may attend and cast his vote(s) at the EGM in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the EGM to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the EGM.
2. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We\*, \_\_\_\_\_ NRIC/Passport/Co Reg No.:\* \_\_\_\_\_  
of \_\_\_\_\_ (Address)  
being a member/members\* of Hanwell Holdings Limited (the "Company") hereby appoint:-

Name	NRIC/Passport No.*	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or\*

Name	NRIC/Passport No.*	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her/them\*, the Chairman of the Extraordinary General Meeting of the Company (the "EGM") as my/our\* proxy/proxies\* to attend and vote for me/us\* on my/our\* behalf at the EGM to be held at 348 Jalan Boon Lay Singapore 619529 on Friday, 26 April 2019 at 11.00 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue) and at any adjournment thereof.

I/We\* direct my/our\* proxy/proxies\* to vote "for" or "against" the Special Resolution proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her/their\* discretion.  
**If no person is named in the above boxes, the Chairman of the EGM shall be my/our\* proxy to vote for or against the Special Resolution to be proposed at the EGM as indicated hereunder, for me/us\* and on my/our\* behalf at the EGM and at any adjournment thereof.**

**(Voting will be conducted by Poll. If you wish to exercise all your votes "For" or "Against", please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.)**

Special Resolution	No. of votes "For"	No. of votes "Against"
To approve the Capital Reduction and Cash Distribution		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

\_\_\_\_\_  
Signature of Shareholder(s)  
or Common Seal of Corporate Shareholder

\* Delete where inapplicable



**IMPORTANT: PLEASE READ NOTES ON THE REVERSE SIDE**

## Notes:

1. Please insert the total number of Shares in the Company (the "**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 member of the Company (other than a Relevant Intermediary\*), entitled to attend and vote at a meeting of the Company is entitled to appoint one (1) or two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. Where such member (other than a Relevant Intermediary\*) appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
3. A Relevant Intermediary may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number or class of shares shall be specified).
4. Subject to note 8, completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the EGM.
5. The instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Registrar, **M & C Services Private Limited, at 112 Robinson Road #05-01 Singapore 068902, not less than seventy-two (72) hours before the time appointed for holding the EGM.**
6. The instrument appointing a proxy or proxies must be under the hand of the appointor 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 seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
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 EGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
8. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investors**") and/or the Supplementary Retirement Scheme ("**SRS Investors**") (as may be applicable) may attend and cast his vote(s) at the EGM in person. CPF and SRS Investors who are unable to attend the EGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the EGM to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the EGM.
9. Unless a lesser number of shares is specified by the member on the form itself, the instrument appointing a proxy/proxies shall be deemed to relate to all the shares held by the member in the account for which this form was issued.

\* A Relevant Intermediary is:

- (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 Securities and Futures Act (Cap. 289) 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.

## 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 dated 4 April 2019.

## General

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his/her/their name(s) in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.