



**CHIP ENG SENG CORPORATION LTD.**  
(the "Company")  
(Incorporated in Singapore)  
(Registration No. 199805196H)

# NOTICE OF ANNUAL GENERAL MEETING

*This Notice has been made available on the home page of the Company's corporate website ([www.chipengseng.com.sg](http://www.chipengseng.com.sg)), SGXNET and the following URL: [sg.conveneagm.com/chipengseng](http://sg.conveneagm.com/chipengseng). A printed copy of this Notice will not be despatched to members of the Company.*

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company ("AGM" or "Meeting") will be held by way of electronic means on Friday, 29 May 2020 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the ordinary resolutions as set out below:

## **AS ROUTINE BUSINESS:**

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2019 and the Auditors' Report thereon. **(Resolution 1)**
2. To declare a Tax Exempt (One-Tier) first and final dividend of 4.0 Singapore cents per ordinary share for the financial year ended 31 December 2019 (2018: Tax Exempt (One-Tier) first and final dividend of 4.0 Singapore cents per ordinary share). **(Resolution 2)**
3. To re-elect the following Directors of the Company retiring pursuant to Regulations 115 and 119 of the Constitution of the Company:

Mr Chia Lee Meng Raymond	(Retiring under Regulation 115)	<b>(Resolution 3)</b>
Mr Abdul Jabbar Bin Karam Din	(Retiring under Regulation 115)	<b>(Resolution 4)</b>
Mr Yam Ah Mee	(Retiring under Regulation 119)	<b>(Resolution 5)</b>
Prof Low Teck Seng	(Retiring under Regulation 119)	<b>(Resolution 6)</b>
Dr Neo Boon Siong	(Retiring under Regulation 119)	<b>(Resolution 7)</b>
Prof Yaacob Bin Ibrahim	(Retiring under Regulation 119)	<b>(Resolution 8)</b>
[See Explanatory Note (i)]		
4. To approve the payment of Directors' fees of \$625,000 for the financial year ending 31 December 2020, to be paid quarterly in arrears. (Financial year ended 31 December 2019: S\$425,000) **(Resolution 9)**
5. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 10)**
6. To transact any other routine business which may properly be transacted at an AGM.

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## AS SPECIAL BUSINESS:

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

### 7. SHARE ISSUE MANDATE

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 (the "**Listing Manual**") and notwithstanding the provisions of the Constitution of the Company, authority be and is hereby given to the Directors of the Company to:

- a.
  - (i) allot and issue shares in the capital of the Company ("**New Shares**") (whether by way of rights, bonus or otherwise); and/or
  - (ii) make or grant offers, agreements or options that may or would require New Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into New Shares (collectively, "**Instruments**"),

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

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

provided that:

- (i) the aggregate number of New Shares to be issued pursuant to this Resolution (including New Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued shares in the capital of the Company ("**Shares**") excluding subsidiary holdings and treasury shares of the Company (each as defined in the Listing Manual), of which the aggregate number of New Shares to be granted other than on a pro-rata basis to shareholders of the Company (including New Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent (20%) of the total number of Shares, excluding subsidiary holdings and treasury shares of the Company;
- (ii) for the purpose of determining the aggregate number of New Shares that may be issued under subparagraph (i) above, the percentage of the total number of Shares excluding subsidiary holdings and treasury shares of the Company, shall be calculated based on the total number of issued Shares excluding subsidiary holdings and treasury shares 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 any convertible securities which were issued and outstanding or subsisting at the time of the passing of this Resolution;
  - (b) new Shares arising from exercise of share options or vesting of share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual;
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares; and
- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**")) and the Constitution for the time being of the Company; and
- (iv) unless revoked or varied by shareholders of the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is the earlier.

[See Explanatory Note (ii)]

**(Resolution 11)**

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## 8. SHARE PURCHASE MANDATE

That:

- a. for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:-
- (i) market purchases transacted on the SGX-ST's trading system (each a "**Market Purchase**"); and/or
  - (ii) off-market purchases effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all the conditions prescribed by the Companies Act (each an "**Off-Market Purchase**"),

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

- b. unless varied or revoked by shareholders of the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
- (i) the date on which the next AGM is held or required by law to be held;
  - (ii) the date on which the purchases of the Shares are carried out to the full extent mandated; or
  - (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by shareholders of the Company in general meeting,

(the "**Relevant Period**");

- c. in this Resolution:

**"Prescribed Limit"** means ten per cent (10%) of the total number of Shares (excluding subsidiary holdings and treasury shares of the Company) as at the date of the passing of this Resolution 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 issued ordinary share capital of the Company shall be taken to be the amount of issued ordinary share capital of the Company as altered (excluding subsidiary holdings and treasury shares of the Company as at that date);

**"Maximum Price"** in relation to a Share to be purchased, means an amount (excluding brokerage, commission, applicable goods and services tax and other related expenses) not exceeding:-

- (i) in the case of a Market Purchase: 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price of the Shares

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where:

**"Average Closing Price"** means the average of the closing market prices of the Shares over the last five (5) consecutive Market Days, on which transactions in the Shares were recorded, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase pursuant to the equal access scheme, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) day period and the day on which the Market Purchase or, as the case may be, the Off-Market Purchase is made; and

**"date 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 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 Purchase; and

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

- d. the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased by the Company, pursuant to the Share Purchase Mandate in any manner as may be permitted under the Companies Act; and
- e. the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

[See Explanatory Note (iii)]

**(Resolution 12)**

By Order of the Board

Toh Li Ping, Angela  
Joint Company Secretary

6 May 2020

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## Explanatory Notes:

- (i) **Resolution 3** is to re-elect Mr Chia Lee Meng Raymond as a Director of the Company. Mr Chia Lee Meng Raymond, upon re-election, will remain as an Executive Director and the Group Chief Executive Officer of the Company.

**Resolution 4** is to re-elect Mr Abdul Jabbar Bin Karam Din as a Director of the Company. Mr Abdul Jabbar Bin Karam Din, upon re-election, will remain as an Independent Director and as a member of the Audit and Risk Committee, the Remuneration Committee and the Investment Committee of the Company. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual.

**Resolution 5** is to re-elect Mr Yam Ah Mee as a Director of the Company. Mr Yam Ah Mee, upon re-election, will remain as a Non-Executive and Non-Independent Director of the Company.

**Resolution 6** is to re-elect Prof Low Teck Seng as a Director of the Company. Prof Low Teck Seng, upon re-election, will remain as an Independent Director and as the chairman of the Investment Committee as well as a member of the Nominating Committee and the Remuneration Committee of the Company. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual.

**Resolution 7** is to re-elect Dr Neo Boon Siong as a Director of the Company. Dr Neo Boon Siong, upon re-election, will remain as an Independent Director and as the chairman of the Audit and Risk Committee of the Company. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual.

**Resolution 8** is to re-elect Prof Yaacob Bin Ibrahim as a Director of the Company. Prof Yaacob Bin Ibrahim, upon re-election, will remain as an Independent Director and as the chairman of the Nominating Committee as well as a member of the Audit and Risk Committee of the Company. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual.

The information relating to the Directors seeking re-election as required under Rule 720(6) of the Listing Manual is set out on pages 50 to 53 of the Annual Report.

- (ii) **Resolution 11** is to empower the Directors to allot and issue New Shares and/or Instruments, and to issue New Shares in pursuance of such Instruments, from the date Resolution 11 is passed until the earlier of the date of the next AGM or the date by which the next AGM is required by law to be held. The aggregate number of New Shares to be issued pursuant to Resolution 11 (including New Shares to be issued in pursuance of Instruments made or granted) is subject to a limit of fifty per cent (50%) of the total number of Shares (as defined above) excluding subsidiary holdings and treasury shares of the Company, with a sub-limit of twenty per cent (20%) for issues other than on a pro-rata basis, calculated as described in Resolution 11. As at 24 April 2020, being the latest practicable date prior to this Notice, the Company has 41,093,900 treasury shares and no subsidiary holdings.
- (iii) **Resolution 12** is to empower the Directors of the Company from the Relevant Period (as defined above) to purchase or acquire Shares by way of Market Purchases or Off-Market Purchases up to ten percent (10%) of the total number of Shares in issue as at the date of the upcoming AGM to be held on 29 May 2020 (excluding subsidiary holdings and treasury shares of the Company) at the Maximum Price in accordance with the terms and conditions set out in the Appendix dated 6 May 2020, the Companies Act and the Listing Manual. Please refer to the Appendix dated 6 May 2020 circulated together with this Notice.

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## Notes:

### General

1. In view of the circuit breaker measures applicable as of the date of this Notice up to 1 June 2020 and pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as amended from time to time), the AGM will be held by way of electronic means and members of the Company will NOT be allowed to attend the AGM in person.
2. Alternative arrangements are instead put in place to allow shareholders to participate in the AGM by:
  - (a) watching or listening to the AGM proceedings via a Live Webcast (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in Note 3 below;
  - (b) submitting questions ahead of the AGM. Please refer to Notes 6 to 8 below for further details; and
  - (c) voting by proxy at the AGM. Please refer to Notes 9 to 16 below for further details.

### Participation in AGM proceedings via "live webcast"

3. A member of the Company or their corporate representatives (in the case of a member which is a legal entity) will be able to watch or listen to the proceedings of the AGM through a "live" webcast via mobile phone, tablet or computer ("**Live Webcast**"). In order to do so, the member must pre-register by 10.00 a.m. on 26 May 2020 ("**Registration Deadline**"), at the following URL: [sg.conveneagm.com/chipengseng](http://sg.conveneagm.com/chipengseng) (the "**CES AGM Website**"), to create an account.
4. Following authentication of his/her/its status as a member of the Company, such member will receive an email on their authentication status and will be able to access the Live Webcast using the account created.
5. Members who have pre-registered by the Registration Deadline but do not receive the aforementioned email by 12.00 p.m. on 28 May 2020 should contact the Company at the following email address: [ir@chipengseng.com.sg](mailto:ir@chipengseng.com.sg), with the following details included: (1) the member's full name; and (2) his/her/its identification/registration number.

### Submission of questions prior to the AGM

6. A member of the Company may also submit questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations. The Company will endeavour to address questions which are substantial and relevant.
7. To do so, all questions must be submitted no later than the Registration Deadline through any one of the following means:
  - (a) via the CES AGM Website; or
  - (b) in physical copy by depositing the same at the registered office of the Company at 171 Chin Swee Road, #12-01 CES Centre, Singapore 169877; or
  - (c) by email to [ir@chipengseng.com.sg](mailto:ir@chipengseng.com.sg).
8. If the questions are deposited in physical copy at the Company's registered office or sent via email, and in either case not accompanied by the completed and executed Proxy Form (as defined below), the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid.

### Voting by proxy

9. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the instrument appointing the Chairman of the Meeting as proxy ("**Proxy Form**"), failing which the appointment will be treated as invalid.
10. The Chairman of the Meeting, as proxy, need not be a member of the Company.

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11. The Proxy Form must be submitted through any one of the following means:

- (a) via the CES AGM Website in the electronic format accessible on the CES AGM Website;
- (b) by depositing a physical copy at the registered office of the Company at 171 Chin Swee Road, #12-01 CES Centre, Singapore 169877; or
- (c) by sending a scanned PDF copy by email to [ir@chipengseng.com.sg](mailto:ir@chipengseng.com.sg),

in each case, no later than 10.00 a.m. on 26 May 2020, and failing which, the Proxy Form will not be treated as valid.

12. In the case of submission of the Proxy Form other than via the CES AGM Website, the Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
13. 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 with respect to the AGM, 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.
14. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form.
15. In the case of a member of the Company whose shares are entered against his/her name in the Depository Register, the Company may reject any Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
16. A member of the Company who holds his/her shares through a Relevant Intermediary\* (including CPFIS Members or SRS investors) and who wish to exercise his/her votes by appointing the Chairman of the Meeting as proxy should approach his/her Relevant Intermediary (including his/her CPF Agent Bank or SRS Approved Bank) to submit his/her voting instructions at least seven (7) working days prior to the date of the AGM.

\*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act, Chapter 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 under the Securities and Futures Act, Chapter 289 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 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 Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

## **Personal data privacy:**

By pre-registering for the Live Webcast, submitting a Proxy Form appointing the Chairman of the Meeting as proxy to vote at the AGM and/or any adjournment thereof, and/or submitting questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations, a member of the Company consents to the collection, use and disclosure of such member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration, analysis and facilitation by the Company (or its agents or service providers) of his/her/its participation in the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.