

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM” or the “Meeting”) of HRnetGroup Limited (the “Company”) will be held by way of electronic means on Wednesday, 26 April 2023 at 10.00 a.m. (Singapore time) to transact the following businesses:

AS ORDINARY BUSINESS:

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2022 together with the Auditors’ Report thereon. **Resolution 1**
2. To declare a final tax exempt (one-tier) dividend of 1.87 Singapore cents per ordinary share for the financial year ended 31 December 2022. **Resolution 2**
3. To approve payment of additional Directors’ fees (the “2022 Additional Directors’ Fees”) of S\$40,000 for the financial year ended 31 December 2022 and that, pursuant to Section 161 of the Companies Act 1967 and Rule 804 of the Singapore Exchange Securities Trading Limited Mainboard Rules, authority be and is hereby given to the Directors to allot and issue the following ordinary shares of the Company (the “Remuneration Shares 2022”) to the following relevant Directors at an issue price of \$0.7308 per 2022 Remuneration Share, such amount to be offset against the 2022 Additional Directors’ Fees payable to the relevant Director:
 - (a) Mr Gao Yong in respect of 30,788 Remuneration Shares 2022; and
 - (b) Mr Albert George Hector Ellis in respect of 15,394 Remuneration Shares 2022.
[See Explanatory Note (i)] **Resolution 3**
4. To approve the payment of Directors’ fees (the “2023 Directors’ Fees”) of S\$270,000 for the financial year ending 31 December 2023 (2022: S\$173,333) and that, pursuant to Section 161 of the Companies Act 1967 and Rule 804 of the Singapore Exchange Securities Trading Limited Mainboard Rules, authority be and is hereby given to the Directors to allot and issue the following ordinary shares of the Company out of treasury (the “Remuneration Shares 2023”) to the following relevant Directors at an issue price of \$0.7308 per 2023 Remuneration Share, such amount to be offset against the 2023 Directors’ Fees payable to the relevant Director:
 - (a) Mr Gao Yong in respect of 61,576 Remuneration Shares 2023;
 - (b) Mr Albert George Hector Ellis in respect of 61,576 Remuneration Shares 2023; and
 - (c) Mr Pong Chen Yih in respect of 12,315 Remuneration Shares 2023.
[See Explanatory Note (ii)] **Resolution 4**
5. To re-elect Mr Sim Yong Siang, who retires by rotation pursuant to Article 94 of the Company’s Constitution, as a Director of the Company. *[See Explanatory Note (iii)]* **Resolution 5**
6. To re-elect Ms Heng Su-Ling, Mae, who retires by rotation pursuant to Article 94 of the Company’s Constitution, as a Director of the Company. *[See Explanatory Note (iv)]* **Resolution 6**
7. To re-elect Mr Pong Chen Yih, who retires by rotation pursuant to Article 100 of the Company’s Constitution, as a Director of the Company. *[See Explanatory Note (v)]* **Resolution 7**
8. To re-elect Mr Sato Hiroshi, who retires by rotation pursuant to Article 100 of the Company’s Constitution, as a Director of the Company. *[See Explanatory Note (vi)]* **Resolution 8**
9. To re-elect Mr Albert George Hector Ellis, who retires by rotation pursuant to Article 100 of the Company’s Constitution, as a Director of the Company. *[See Explanatory Note (vii)]* **Resolution 9**
10. To re-appoint Messrs Deloitte & Touche LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 10**

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AS SPECIAL BUSINESS

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

11. Authority to allot and issue shares and convertible securities

“That pursuant to Section 161 of the Companies Act 1967 (the “**Act**”) and Rule 806 of the Listing Manual Section B: Rules of Mainboard of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (“**Mainboard Rules**”), authority be and is hereby given to the Directors of the Company to:

- (A) (i) issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus, or authorisation issues,

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 Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (a) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), and provided further that where shareholders of the Company are not given the opportunity to participate in the same on a pro rata basis, then the aggregate number of Shares to be issued under such circumstances (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below); and
- (b) (subject to such manner of calculation and adjustments as may be prescribed by the Mainboard Rules) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) 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 this Resolution is passed, after adjusting for:-
 - (i) new Shares arising from the conversion or exercise of convertible securities;
 - (ii) (where applicable) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the Listing Manual of the SGX-ST; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares,and, in sub-paragraph (a) above and this sub-paragraph (b), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

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- (d) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.” [See Explanatory Note (viii)] **Resolution 11**

12. Proposed Renewal of the Share Purchase Mandate

THAT approval and authority be and is hereby given to the Directors of the Company:-

- (a) For the purposes of the Companies Act 1967 of Singapore (the “**Act**”), the exercise by the Directors all the powers of the Company to purchase or otherwise acquire the ordinary shares in the capital of the Company (“**Shares**”) not exceeding in aggregate the Prescribed Limited (as hereinafter 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) on-market purchases (each a “**Market Purchase**”) on the SGX-ST; and/or
- (ii) off-market purchases (each an “**Off-Market Purchase**”) 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 Act,

and otherwise in accordance with all other provisions of the Companies Act and listing rules of the SGX-ST as may for the time being be applicable, is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (b) unless varied or revoked by 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 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 Annual General Meeting of the Company is held or required by law to be held;
- (ii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked; or
- (iii) the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate is carried out to the full extent mandated.

- (c) in this Resolution:

“**Prescribed Limit**” means 10% of the issued ordinary share capital of the Company as at the date of 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 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 the issued ordinary share capital of the Company as altered (excluding any treasury shares that may be held by the Company from time to time and subsidiary holdings (as defined in the Listing Manual of the SGX-ST));

“**Relevant Period**” means the period commencing from the date on which the Annual General Meeting is held and the resolution relating to the Share Purchase Mandate is passed and expiring on the date the next Annual General Meeting is held or is required by law to be held, whichever is the earlier; and

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

- (i) in the case of Market Purchase: 105% of the Average Closing Price;
- (ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price or Highest Last Dealt Price,

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where:

“**Average Closing Price**” means the average of the last dealt prices of a share for the five consecutive market days on which the Shares are transacted on the SGX-ST 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, and deemed to be adjusted in accordance with the rules of the Listing Manual for any corporate action that occurs during the relevant five-day period and 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; and

“**day of the making of the offer**” means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from shareholders, stating therein 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

- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution. [See Explanatory Note (ix)] **Resolution 12**

13. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Sim Yong Siang
Founding Chairman

Singapore, 11 April 2023

Explanatory Notes:

- (i) Ordinary Resolution 3 is to request Shareholders' approval for additional Directors' fees to meet the shortfall in the amount payable for FY2022. The amount approved at the AGM last year was insufficient due to the enlarged board size. The additional Directors' fees proposed arise from fees payable to the Directors, Mr Gao Yong, Mr Pong Chen Yih, Mr Sato Hiroshi and Mr Albert George Hector Ellis who were appointed during FY2022. If approved, the Non-Executive Independent Directors will be paid the 2022 Additional Directors' Fees, out of which a total of S\$33,750 will be applied as consideration for the issuance of the Remuneration Shares 2022. The issue price for the Remuneration Shares 2022 is determined on the basis of the volume-weighted average closing price of the Shares traded on the SGX-ST for the five market days up to and including 6 April 2023, being the latest practicable date prior to the date of this Notice, and applying a discount of 10%. The issuance of the Remuneration Shares 2022 will be treated as an acquisition of Shares by the relevant Directors and such Shares will be issued out of treasury. Such issuance is subject to the listing approval of the SGX-ST. If the listing approval of the SGX-ST is not granted, the relevant amount of the 2022 Additional Directors' Fees will be paid in cash. The Remuneration Shares 2022 will rank pari passu with the existing issued Shares. The Non-Executive Independent Directors who will each, subject to shareholders' approval, be issued the Remuneration Shares 2022, will abstain from voting in respect of, and will procure their associates to abstain from voting in respect of, Ordinary Resolution 3.
- (ii) Ordinary Resolution 4 is to approve the payment of Directors' fees for the Non-Executive Independent Directors of the Company during FY2023. If approved, the Non-Executive Independent Directors will be paid the 2023 Directors' Fees, out of which a total of S\$99,000 will be applied as consideration for the issuance of the Remuneration Shares 2023. The issue price for the Remuneration Shares 2023 is determined on the basis of the volume-weighted average closing price of the Shares traded on the SGX-ST for the five market days up to and including 6 April 2023, being the latest practicable date prior to the date of this Notice, and applying a discount of 10%. The issuance of the Remuneration Shares 2023 will be treated as an acquisition of Shares by the relevant Directors and such Shares will be issued out of treasury. Such issuance is subject to the listing approval of the SGX-ST. If the listing approval of the SGX-ST is not granted, the relevant amount of the 2023 Directors' Fees will be paid in cash. The Remuneration Shares 2023 will rank pari passu with the existing issued Shares. The Non-Executive Independent Directors who will each, subject to shareholders' approval, be issued the Remuneration Shares 2023, will abstain from voting in respect of, and will procure their associates to abstain from voting in respect of, Ordinary Resolution 4.
- (iii) Ordinary Resolution 5, Mr Sim Yong Siang will, upon re-election as a Director of the Company, remain as Founding Chairman and a member of the Nominating Committee. He is considered an Executive and Non-Independent Director. Pursuant to Rule 720(6) of the Listing Manual of SGX-ST, detailed information on Mr Sim Yong Siang can be found under the “Board of Directors” and “Corporate Governance Report” sections of the Company's Annual Report.

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- (iv) Ordinary Resolution 6, Ms Heng Su Ling, Mae will, upon re-election as a Director of the Company, remain as Lead Independent Director of the Company, Chairman of Audit Committee and Remuneration Committee and a member of the Nominating Committee. She is considered to be independent pursuant to Rule 704(8) of the Listing Manual of SGX-ST. There are no relationships including immediate family relations between Ms Heng Su Ling, Mae and the other Directors or its 10% shareholders. Pursuant to Rule 720(6) of the Listing Manual of SGX-ST, detailed information on Ms Heng Su Ling, Mae can be found under the “Board of Directors” and “Corporate Governance Report” sections of the Company’s Annual Report.
- (v) Ordinary Resolution 7, Mr Pong Chen Yih will, upon re-election as a Director of the Company, remain as an Independent Director, Chairman of the Nominating Committee, and a member of the Audit Committee and Remuneration Committee. He is considered to be independent pursuant to Rule 704(8) of the Listing Manual of SGX-ST. There are no relationships including immediate family relations between Mr Pong Chen Yih and the other Directors or its 10% shareholders. Pursuant to Rule 720(6) of the Listing Manual of SGX-ST, detailed information on Mr Pong Chen Yih can be found under the “Board of Directors” and “Corporate Governance Report” sections of the Company’s Annual Report.
- (vi) Ordinary Resolution 8, Mr Sato Hiroshi will, upon re-election as a Director of the Company, remain as an Independent Director and a member of the Audit Committee. He is considered to be independent pursuant to Rule 704(8) of the Listing Manual of SGX-ST. There are no relationships including immediate family relations between Mr Sato Hiroshi and the other Directors or its 10% shareholders. Pursuant to Rule 720(6) of the Listing Manual of SGX-ST, detailed information on Mr Sato Hiroshi can be found under the “Board of Directors” and “Corporate Governance Report” sections of the Company’s Annual Report.
- (vii) Ordinary Resolution 9, Mr Albert George Hector Ellis will, upon re-election as a Director of the Company, remain as an Independent Director. He is considered to be independent pursuant to Rule 704(8) of the Listing Manual of SGX-ST. There are no relationships including immediate family relations between Mr Albert George Hector Ellis and the other Directors or its 10% shareholders. Pursuant to Rule 720(6) of the Listing Manual of SGX-ST, detailed information on Mr Albert George Hector Ellis can be found under the “Board of Directors” and “Corporate Governance Report” sections of the Company’s Annual Report.
- (viii) Ordinary Resolution 11, if passed, will authorise and empower the Directors of the Company from the date of the above Meeting until the date of the next Annual General Meeting, to issue further Shares and to make or grant convertible securities convertible into Shares, and to issue Shares in pursuance of such instruments, up to an amount not exceeding in aggregate 50 per cent of the total number of issued Shares excluding treasury shares and subsidiary holdings of which the total number of Shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20 per cent of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company. As at 13 March 2023 (the “**Latest Practicable Date**”), the Company has 23,146,769 treasury shares and no subsidiary holdings.
- (ix) Ordinary Resolution 12, if passed, will renew the Share Purchase Mandate and will authorise the Directors to purchase or otherwise acquire Shares on the terms of the Share Purchase Mandate as set out in the Letter to Shareholders dated 11 April 2023 (the “**Letter**”).

The Company may use internal resources and/or external borrowings to finance purchases or acquisitions of its Shares pursuant to the Share Purchase Mandate. The amount of financing required for the Company to purchase or acquire its shares, and the impact on the Company’s financial position, cannot be ascertained as at the date of this Notice as these will depend on the number of Shares purchased or acquired and the price at which such Shares were purchased or acquired and whether the Shares purchased or acquired are held in treasury or cancelled.

Based on the number of issued and paid-up Shares as at the Latest Practicable Date and disregarding the Shares held in treasury, the purchase or acquisition by the Company of up to the maximum limit of 10% of its issued Shares will result in the purchase or acquisition of 98,826,010 Shares.

In the case of Market Purchases by the Company and assuming that the Company purchases or acquires 98,826,010 Shares at the Maximum Price of S\$0.84 for each Share (being the price equivalent to 105% of the Average Closing Price of the Shares for the five consecutive market days on which the Shares were traded on the Main Board of the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 98,826,010 Shares is approximately S\$83,013,848.

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 98,826,010 Shares at the Maximum Price of S\$0.96 for each Share (being the price equivalent to 120% of the Average Closing Price of the Shares for the five consecutive market days on which the Shares were traded on the Main Board of the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 98,826,010 Shares is approximately S\$94,872,970.

The rationale for the authority and the illustrative financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate on the audited consolidated financial statements of the Group for the financial year ended 31 December 2022 are set out in greater detail in the Letter enclosed together with the Annual Report.

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Notes relating to measures to minimise the risk of COVID-19:

General

1. The AGM is being convened, and will be held, by way of electronic means as part of the Company's efforts to minimise physical interactions and COVID-19 transmission risk. In this regard, the Board of Directors of the Company refers to:
 - (a) the COVID-19 (Temporary Measures) Act 2020;
 - (b) The COVID-19 (Temporary Measures) Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders Order 2020 (the "**Order**"), which sets out alternative arrangements in respect of, inter alia, general meetings of companies;
 - (c) the statement by the Ministry of Law issued on 6 April 2021 which extends the Order beyond 30 June 2021 until revoked or amended by the Ministry of Law;
 - (d) the Regulator's Column issued by the Singapore Exchange Regulation ("**SGX RegCo**") on 16 December 2021 (the "**Regulator's Column**");
 - (e) the joint statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and SGX RegCo which introduced a checklist to guide listed and non-listed entities on the conduct of general meetings (the "**Checklist**") arising from the latest updates from the Multi-Ministry Taskforce to ease safe management measures to facilitate business operations issued on 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022), read together with the FAQs on "The Holding of General Meetings" dated 23 May 2022 issued by SGX RegCo, which provides guidance on the conduct of general meetings amid the evolving COVID-19 situation. The 4 February 2022 joint statement provided that the Regulator's Column will form part of the Checklist; and
 - (f) the statement by the Ministry of Law issued on 15 December 2022 which announced the cessation of the Order on 1 July 2023.

The Company may be required to change its AGM arrangements at short notice in light of the COVID-19 situation in Singapore. Shareholders should check the Company's website or SGXNet website for the latest updates, if any.

2. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's website at <http://investor.hrnetgroup.com/> and will also be made available on the SGXNet website at <https://www.sgx.com/securities/company-announcements>. All other documents (including the Annual Report, the Letter to Shareholders and proxy form) or information relating to the business of the AGM have been, or will be, published on the Company's corporate website at <http://investor.hrnetgroup.com/> and the SGXNet website at <https://www.sgx.com/securities/company-announcements>. Printed copies of such documents will not be dispatched to members. Members and investors are advised to check the Company's website or SGXNet website regularly for updates.
3. Alternative arrangements are put in place to allow shareholders to participate in the AGM proceedings by:
 - (a) attending, asking questions and communicating via a Live Webcast (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in Paragraph 4 below;
 - (b) submitting questions ahead of the AGM. Please refer to Paragraphs 7 and 9 below for further details; and
 - (c) voting by proxy at the AGM or by voting "live" if attending the AGM by electronic means. Please refer to Paragraphs 11 to 19 below for further details.

Participate in the AGM via live webcast or live audio feed

4. As the AGM will be held by way of electronic means, shareholders will not be able to attend the AGM in person. All shareholders or their corporate representatives (in the case of shareholders which are legal entities) will be able to participate in the AGM proceedings through a live webcast via their mobile phones, tablets or computers, or listen to these proceedings through a live audio feed via telephone ("**Live Webcast**"). Shareholders will also be able to ask questions and communicate "live". In order to do so, the shareholders are required to pre-register their participation at the AGM ("**Pre-registration**") website at the URL <http://agm.hrnetgroup.com/> **no later than 10.00 a.m. on 23 April 2023** ("**Registration Deadline**") for verification of their status as shareholders (or the corporate representatives of such shareholders).
5. Upon successful verification, authenticated shareholder or its corporate representative will receive an email **by 10.00 a.m. on 25 April 2023**. The email will contain a link to access the webcast of the AGM proceedings, together with the relevant log in details and instructions, as well as instructions on how to listen to the live audio feed. Shareholders or their corporate representatives must not forward the email to other persons who are not shareholders and who are not entitled to participate in the AGM proceedings. Shareholders (or corporate representatives) who do not receive an email **by 10.00 a.m. on 25 April 2023**, but have pre-registered in accordance with Paragraph 4 above may get in touch via email - support@conveneagm.com or Whatsapp +63 917 577 1597 (office hours) for assistance. Please do so latest **by 5.00 p.m. on 25 April 2023**.

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6. Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act) who are not CPF or SRS investors, who wish to participate in the “live” broadcast of the AGM should approach their relevant intermediary as soon as possible in order to make the necessary arrangements, as they will not be able to pre-register online for the “live” broadcast of the AGM. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/ Passport number) to the Company, via email to HRnetGroupAGM2023@boardroomlimited.com, **no later than 10.00 a.m. on 23 April 2023**.

Submission of questions in advance of or “live” at the AGM

7. A shareholder 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 in advance of, or “live” at, the AGM. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received no later than **5.00 p.m. on 19 April 2023**, by posting its responses via SGXNet and the Company’s website after trading hours on 21 April 2023 or “live” at the AGM for the relevant questions received during the AGM. The Company will publish the minutes of the AGM on SGXNet and the Company’s website within one month after the date of AGM.
8. A shareholder who wishes to submit questions prior to the AGM must do so by submitting through any one of the following means:
- (a) by post to reach the office of the Company’s Share Registrar Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) pre-registration website at the URL <http://agm.hrnetgroup.com/>
- no later than 5.00 p.m. on 19 April 2023.
9. If the questions are deposited in physical copy at the office of the Company’s Share Registrar or at the pre-registration website, and in either case not accompanied by the completed and executed proxy form the following details must be included with the submission questions, for verification purposes:
- (a) the member’s full name;
 - (b) current address;
 - (c) number of shares held; and
 - (d) the manner in which you hold the shares in the Company (e.g. via CDP, CPF/SRS or scrip).

How to submit questions “live” at the AGM

10. Shareholders, CPF and SRS Investors may submit textual questions “live” at the AGM in the following manner:
- (a) Shareholders or where applicable, their appointed proxy(ies), CPF and SRS investors who have pre-registered and are verified to attend the AGM can ask questions relating to the ordinary resolutions tabled for approval at the AGM “live” at the AGM, by typing in and submitting their questions through the “live” ask-a-question function via the audio-visual webcast platform during the AGM within a certain prescribed time limit.
 - (b) Shareholders who wish to appoint a proxy(ies) (other than the Chairman of the AGM) to ask questions “live” at the AGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), ensure that their proxy(ies) pre-register separately via the registration link that will be sent to the appointed proxy(ies) via email by the AGM service provider, Convene, upon verification of the Proxy Form(s).
 - (c) Shareholders, CPF and SRS investors or, where applicable, their appointed proxy(ies) must access the AGM proceedings via the “live” audio-visual webcast in order to ask questions “live” at the AGM, and will not be able to do so via the audio-only stream of the AGM proceedings.
 - (d) The Company will, during AGM itself, address as many substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) which have not already been addressed prior to the AGM, as well as those received “live” at the AGM itself, as reasonably practicable. Where there are substantial similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

Live Voting

11. Shareholders or their duly appointed proxy(ies) (other than the Chairman of the Meeting) attending the AGM by electronic means will be able to participate by voting “live” at the AGM.

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Submission of instrument appointing a proxy(ies) to vote, or vote “live”, at the AGM

12. Shareholders who wish to exercise their voting rights at the AGM may:
- (a) (where such shareholders are individuals) vote “live” via electronic means at the AGM or (where such shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the AGM)# to vote “live” via electronic means at the AGM on their behalf; or
 - # For the avoidance of doubt, CPF and SRS Investors will not be able to appoint third party proxy(ies) (i.e. persons other than the Chairman of the AGM) to vote “live” at the AGM on their behalf.
 - (b) (where such shareholders are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.
 - Shareholders (including CPF and SRS Investors) and, where applicable, appointed proxy(ies), who wish to vote “live” at the AGM must first pre-register at the HRnetGroup AGM website via the URL <http://agm.hrnetgroup.com>.
 - Shareholders (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment for that resolution will be treated as invalid.
13. A member who is not a Relevant Intermediary*, entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead at the AGM of the Company. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the form of proxy. A proxy need not be a member of the Company. The accompanying proxy form for the AGM may be accessed via the Company’s corporate website at the URL: <http://investor.hrnetgroup.com/> and will also be made available on the SGXNet website at the URL <https://www.sgx.com/securities/company-announcements>.
14. A member who is a Relevant Intermediary* may appoint one or more proxies to attend, speak and vote at the AGM, but each proxy must exercise the rights attached to a different share held by such member.
15. Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint “Chairman of the Meeting” as their proxy to do so on their behalf. In appointing the Chairman of the AGM as proxy, shareholders must give specific instructions as to voting, or abstention from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
16. A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form before submitting it in the following manner:
- (i) if submitted by post, to be deposited at the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (ii) if submitted electronically, be submitted via email to the Company’s Share Registrar at HRnetGroupAGM2023@boardroomlimited.com,
- in either case, not less than 72 hours before the time appointed for the holding of the AGM of the Company i.e. by 10.00 a.m. on 23 April 2023.

Shareholders are strongly encouraged to submit completed proxy forms electronically via email to the Company’s Share Registrar.

17. The instrument appointing a proxy or proxies must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing the proxy or proxies is executed by a corporation, it must be executed either under its common seal or signed on its behalf by its attorney duly authorised in writing or by an authorised officer of the corporation, failing which the instrument of proxy may be treated as invalid.
18. CPF and SRS Investors who wish to vote, should approach their respective CPF Agent Banks and SRS Operators to appoint Chairman of the Meeting as their proxy, at least 7 working days before the AGM.
19. A Depositor’s name must appear on the Depository Register maintained by the Central Depositor (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to vote at the AGM.

“Relevant Intermediary” means:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore 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 license to provide custodial services for securities under the Securities Futures Act 2001 of Singapore and who holds shares in that capacity; or

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- (c) the Central Provident Fund Board (“CPF Board”) established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under the 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 CPF 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 proxy(ies) and/or representative(s) 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:

- (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 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 (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.