

**IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION
COMMERCIAL COURT
2021: NO. 411**

**IN THE MATTER OF HONG FOK LAND INTERNATIONAL LIMITED
AND
IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981**

**SCHEME OF ARRANGEMENT
BETWEEN
HONG FOK LAND INTERNATIONAL LIMITED
AND
THE SCHEME SHAREHOLDERS**

**NOTICE OF ADJOURNED
COURT MEETING**

IT IS HEREBY NOTED THAT by an order (the “**Order**”) granted by the Supreme Court of Bermuda (the “**Court**”) on 13 January 2022 (which was subsequently amended on or about 25 February 2022), a meeting (the “**Court Meeting**”) of the Scheme Shareholders (as defined in the Scheme referred to below) has been convened, for the purpose of considering and, if thought fit, approving (with or without modifications) a scheme of arrangement (the “**Scheme**”) to be made between Hong Fok Land International Limited (the “**Company**”) and the Scheme Shareholders, pursuant to a notice dated 19 January 2022 (which was incorporated in the composite scheme document (the “**Scheme Document**”) and despatched to all Scheme Shareholders on 19 January 2022). The Court Meeting which was originally scheduled to be held on 15 February 2022 at 9:30 a.m. (Hong Kong time) at 1st Floor, The Board Room and Pre-Function Room, The Aberdeen Marina Club, 8 Shum Wan Road, Aberdeen, Hong Kong has been adjourned. Unless otherwise defined, capitalised terms used in this notice shall have the same meaning ascribed to them in the Scheme Document.

NOTICE IS HEREBY GIVEN THAT the adjourned Court Meeting will be held at 10:00 a.m. (Singapore time/Hong Kong time) on Tuesday, 22 March 2022 (Singapore time/Hong Kong time) with a combination of a physical meeting at 300 Beach Road #35-05, The Concourse, Singapore 199555 (the “**Principal Place of Meeting**”) and a virtual meeting through online access by visiting http://meetings.computershare.com/HongFokLand_CM (the “**Online Platform**”), at which all Scheme Shareholders are invited to attend.

The adjourned Court Meeting will be in the form of a hybrid meeting. In addition to the traditional physical attendances at the meeting, Scheme Shareholders have the option to participate in the adjourned Court Meeting through the Online Platform.

Participation by a Scheme Shareholder (or by his/her duly appointed proxy/proxies) in the adjourned Court Meeting through the Online Platform shall constitute presence in person at the adjourned Court Meeting.

Further detail regarding the Online Platform arrangements (including the relevant login credentials to access the Online Platform and online voting) are included in the letter from the Company accompanying this notice.

Scheme Shareholders who are entitled to attend and vote at the adjourned Court Meeting are those whose names appear on the register of members of the Company as at the Meeting Record Date, being 15 February 2022.

Scheme Shareholders may attend and vote in person or they may appoint another person as their proxy to attend and vote in their stead. A proxy need not be a member of the Company, but must attend the adjourned Court Meeting either (i) physically at the Principal Place of Meeting or (ii) virtually through the Online Platform in order to represent the Scheme Shareholder.

Scheme Shareholders who wish to attend and vote at the adjourned Court Meeting by proxy should complete and sign the **PINK** form of proxy enclosed with the Scheme Document despatched to the Scheme Shareholders on 19 January 2022. Scheme Shareholders who have already duly lodged a valid **PINK** form of proxy are not required to submit a new form of proxy unless they wish to change their proxy and/or change their voting instructions. Where applicable, additional copies of the **PINK** forms of proxy are available from the website of the SFC at (<https://www.sfc.hk/-/media/EN/files/CF/pdf/Unlisted-public-companies/Hong-Fok-Land--Proxy-for-Court-Meeting-EN.pdf>). To enable their proxies to access the Online Platform, the relevant Scheme Shareholders **MUST ALSO** contact the administrator of the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, and provide the relevant email address of their proxies, by 10:00 a.m. (Singapore time/Hong Kong time) on Sunday, 20 March 2022 (Singapore time/Hong Kong time) (or not less than 48 hours before the time appointed for any further adjourned Court Meeting), in order for the login credentials to be given to their proxies. Contact details of the administrator of the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, are set out in Note 1 of this notice further below. If no such email address is provided, the proxy will not have access to the Online Platform. Please refer to the letter from the Company accompanying this notice for further detail.

The **PINK** forms of proxy, together with the power of attorney or other authority (if any) under which they are signed or a certified copy thereof, should be lodged with the administrator of the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 10:00 a.m. (Singapore time/Hong Kong time) on Sunday, 20 March 2022 (Singapore time/Hong Kong time) (or not less than 48 hours before the time appointed for any further adjourned Court Meeting), but if the **PINK** forms of proxy are not so lodged they may alternatively be handed to the chairman of the Court Meeting at the adjourned Court Meeting before the taking of the poll and the chairman shall have absolute discretion whether or not to accept the form of proxy. Scheme Shareholders who wish to appoint another person other than the

chairman of the Court Meeting as their proxy **MUST ALSO** contact the administrator of the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, and provide the relevant email address of their proxies, by 10:00 a.m. (Singapore time/Hong Kong time) on Sunday, 20 March 2022 (Singapore time/Hong Kong time) (or not less than 48 hours before the time appointed for any further adjourned Court Meeting), in order for the login credentials to be given to their proxies. Contact details of the administrator of the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, are set out in Note 1 of this notice further below. If no such email address is provided, the proxy will not have access to the Online Platform. Please refer to the letter from the Company accompanying this notice for further detail.

The completion and return of the **PINK** form of proxy will not preclude a Scheme Shareholder from attending and voting in person (including through the Online Platform) at the adjourned Court Meeting or any further adjournment thereof and in such event, the **PINK** form of proxy will be revoked by operation of law.

Where there are joint holders of any Scheme Share, any one of such joint holder may vote, either in person or by proxy, in respect of such Scheme Share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the adjourned Court Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

In the case of a Scheme Shareholder which is a corporation, the Scheme Shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its corporate representative at the adjourned Court Meeting and exercise the same powers on behalf of the corporate Scheme Shareholder as if the corporate Scheme Shareholder was an individual Scheme Shareholder of the Company.

By the Order, the Court has appointed Chan Yee Hoi, or failing him, any other director of the Company, to act as chairman of the adjourned Court Meeting and has directed the chairman to report the results of the adjourned Court Meeting to the Court.

The Scheme is subject to the subsequent sanction of the Court.

Dated: 4 March 2022

By order of the Court
Conyers Dill & Pearman Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda
Attorneys for the Company

Notes

1. Please contact Computershare Hong Kong Investor Services Limited in person, by phone or through the online form, details of which are set out below:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
(Monday to Friday, 9:00 am to 4:30 pm) (except public holidays)
Telephone: (852) 2862 8555 (Monday to Friday, 9:00am to 6:00pm) (except public holidays)
Website: www.computershare.com/hk/contact

2. Scheme Shareholders who have already duly lodged a valid **PINK** form of proxy (the "**Initial Proxy**") are not required to submit a new form of proxy unless they wish to change their proxy and/or change their voting instructions. Such Initial Proxy will remain valid for the adjourned Court Meeting unless:

- (i) the Scheme Shareholder duly complete, sign and lodge a new valid **PINK** form of proxy bearing a subsequent date to the date of the Initial Proxy;
- (ii) the Scheme Shareholder revokes the Initial Proxy by lodging a written notice of revocation with the administrator of the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong two (2) hours at least before the commencement of the adjourned Court Meeting, or the taking of the poll; or
- (iii) the Scheme Shareholder attends and vote at the adjourned Court Meeting in person (including through the Online Platform),

in each case, the Initial Proxy will be revoked.

3. Scheme Shareholders who have already duly lodged an Initial Proxy and wish to lodge a new **PINK** form of proxy should ensure that any new **PINK** form of proxy is duly completed and signed in accordance with instructions printed thereon and is duly lodged in the manner and by the time prescribed in this notice. If the new **PINK** form of proxy is invalid for any reason, the Initial Proxy will remain valid.

As at the date of this notice, the Directors are Mr. Cheong PC and Mr. Cheong SE and the independent non-executive Directors are Mr. Ng Lin Fung and Mr. Chan Yee Hoi.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this notice (other than that relating to the Joint Offerors) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this notice (other than opinions expressed by the directors of the Corporate Joint Offerors and the Individual Joint Offerors) have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.

As at the date of this notice, the directors of HF (Cayman) are Mr. Cheong PC and Mr. Cheong SE. The directors of HF (Cayman) jointly and severally accept full responsibility for the accuracy of the information contained in this notice (other than that relating to the Company and the other Joint Offerors) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this notice (other than opinions expressed by the Directors, the directors of the other Corporate Joint Offerors and the Individual Joint Offerors) have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.

As at the date of this notice, the directors of HF Enterprises are Mr. Cheong PC and Mr. Cheong SE. The directors of HF Enterprises jointly and severally accept full responsibility for the accuracy of the information contained in this notice (other than that relating to the Company and the other Joint Offerors) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this notice (other than opinions expressed by the Directors, the directors of the other Corporate Joint Offerors and the Individual Joint Offerors) have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.

As at the date of this notice, the directors of HF (HK) are Mr. Cheong PC and Mr. Cheong SE. The directors of HF (HK) jointly and severally accept full responsibility for the accuracy of the information contained in this notice (other than that relating to the Company and the other Joint Offerors) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this notice (other than opinions expressed by the Directors, the directors of the other Corporate Joint Offerors and the Individual Joint Offerors) have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.

As at the date of this notice, the sole director of Barragan is Mr. Kuo Pao Chih, Keith. The sole director of Barragan accepts full responsibility for the accuracy of the information contained in this notice (other than that relating to the Company and the other Joint Offerors) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this notice (other than opinions expressed by the Directors, the directors of the other Corporate Joint Offerors and the Individual Joint Offerors) have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.

As at the date of this notice, the sole director of Dekker is Mr. Lee Keng Seng. The sole director of Dekker accepts full responsibility for the accuracy of the information contained in this notice (other than that relating to the Company and the other Joint Offerors) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this notice (other than opinions expressed by the Directors, the directors of the other Corporate Joint Offerors and the Individual Joint Offerors) have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.

As at the date of this notice, Cheong Zee Yee Ling, Helen accepts full responsibility for the accuracy of the information contained in this notice (other than that relating to the Company and the other Joint Offerors) and confirm, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this notice (other than opinions expressed by the Directors, the directors of the Corporate Joint Offerors and Cheong Hooi Kheng) have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.

As at the date of this notice, Cheong Hooi Kheng accepts full responsibility for the accuracy of the information contained in this notice (other than that relating to the Company and the other Joint Offerors) and confirm, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this notice (other than opinions expressed by the Directors, the directors of the Corporate Joint Offerors and Cheong Zee Yee Ling, Helen) have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.

As at the date of this notice, the directors of Hong Fok Corporation are Mr. Chan Pengee, Adrian, Mr. Cheong PC, Mr. Cheong SE, Cheong Hooi Kheng, Mr. Chow Yew Hon, Mr. Lim Jun Xiong Steven, Mr. Chong Weng Hoe and Mr. Cheong Tze Hong, Marc (Alternate director). The directors of Hong Fok Corporation jointly and severally accept full responsibility for the accuracy of the information contained in this notice (other than that relating to the Company, Barragan and Dekker and the Individual Joint Offerors) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this notice (other than opinions expressed by the Directors, the directors of Barragan and Dekker and the Individual Joint Offerors) have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.