

MEETING SCHEDULE FOR AGM

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* Asterisks denote mandatory information

Name of Announcer *	HAFARY HOLDINGS LIMITED
Company Registration No.	200918637C
Announcement submitted on behalf of	HAFARY HOLDINGS LIMITED
Announcement is submitted with respect to *	HAFARY HOLDINGS LIMITED
Announcement is submitted by *	Tay Eng Kiat Jackson
Designation *	Financial Controller
Date & Time of Broadcast	09-Oct-2013 18:46:11
Announcement No.	00109

>> ANNOUNCEMENT DETAILS

The details of the announcement start here ...

Date *	25 Oct 2013
Time *	09: 30: AM
Company *	HAFARY HOLDINGS LIMITED
Venue *	8 WILKIE ROAD, #03-08 WILKIE EDGE, SINGAPORE 228095
Attachments	<p> HHL-Notice_of_AGM.pdf</p> <p>Total size =100K (2048K size limit recommended)</p>



合發利控股有限公司

HAFARY HOLDINGS LIMITED

(Company Registration No. 200918637C)

(Incorporated In the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hafary Holdings Limited (the "Company") will be held at 8 Wilkie Road, #03-08 Wilkie Edge, Singapore 228095 on Friday, 25 October 2013 at 9.30 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the year ended 30 June 2013 together with the Independent Auditors' Report thereon. **(Resolution 1)**
- To declare a final dividend of 2.5 cents per ordinary share one-tier tax-exempt for the year ended 30 June 2013 (2012: 1.5 cent per ordinary share) **(Resolution 2)**
- To re-elect the following Directors of the Company retiring pursuant to Article 104 of the Articles of Association:
Mr Low See Ching (Liu Shijin) **(Resolution 3)**
Mr Chow Wen Kwan Marcus **(Resolution 4)**
Mr Chow Wen Kwan Marcus, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee and will be considered independent.
- To approve the payment of Directors' Fees of S\$110,000 for the year ended 30 June 2013 (2012: S\$100,000). **(Resolution 5)**
- To re-appoint Messrs RSM Chio Lim LLP as the Independent Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

7. Authority to issue shares

That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors of the Company be authorised and empowered to:

- issue shares in the Company (the "shares") whether by way of rights, bonus or otherwise; and/or
- make or grant offers, agreements or options (collectively, the "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 Instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:

- the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares shall be based on the total number of issued shares in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities;
 - new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - any subsequent consolidation or subdivision of shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited and the Articles of Association of the Company; and
- unless revoked or varied by the Company in a general meeting, such authority 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 earlier.

[See Explanatory Note (i)]

(Resolution 7)

8. Renewal of Shareholders' Mandate for Interested Person Transactions

That for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited:

- approval be given for the renewal of the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the categories of Interested Person Transactions as set out in Appendix 1 to the Notice of Annual General Meeting dated 10 October 2013 ("Appendix 1") with any party who is of the class of Interested Persons described in Appendix 1, provided that such transactions are carried out on normal commercial terms and in accordance with the review procedures of the Company for such Interested Person Transactions as set out in Appendix 1 (the "Shareholders' Mandate");
- the Shareholders' Mandate shall, unless revoked or varied by the Company in a general meeting, 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 earlier; and
- authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders' Mandate as they may think fit.

[See Explanatory Note (ii)]

(Resolution 8)

9. The Proposed Adoption of The Performance Share Plan

That:

- a performance share plan, the rules and details of which has been set out in Appendix 2 to the Notice of Annual General Meeting dated 10 October 2013 ("Appendix 2") (the "Performance Share Plan") be and is hereby approved and adopted; and
- the Directors of the Company be and are hereby authorised:
 - to establish and administer the Performance Share Plan;
 - to modify and/or amend the Performance Share Plan from time to time provided that such modifications and/or amendments are effected in accordance with the rules of the Performance Share Plan and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Performance Share Plan;
 - to grant Awards (as defined in Appendix 2) in accordance with the rules of the Performance Share Plan and to allot and issue or deliver from time to time such number of new shares required pursuant to the vesting of the Awards under the Performance Share Plan; and
 - to complete and do all acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient for the purposes of or to give effect to this resolution as they think fit and in the interests of the Company.

[See Explanatory Note (iii)]

(Resolution 9)

By Order of the Board

Tay Eng Kiat Jackson
Company Secretary

Singapore, 10 October 2013

Explanatory Notes:

- The Ordinary Resolution 7 in item 7 above, if passed, will empower the Directors of the Company, effective 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 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 in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

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

- The Ordinary Resolution 8 proposed in item 8 above, if passed, will authorise the Interested Person Transactions as described in Appendix 1 and recurring in the year and will empower the Directors of the Company to do all acts necessary to give effect to the Shareholders' Mandate. This authority will, unless previously revoked or varied by the Company in a general meeting, expire at 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.

- The proposed Ordinary Resolution 9 in item 9 relating to the Performance Share Plan, if passed, will authorise the Directors of the Company to establish and administer the Performance Share Plan and do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Performance Share Plan. The Performance Share Plan will continue in force at the discretion of the Committee (as defined in Appendix 2), subject to a maximum period of 10 years from the date on which the Performance Share Plan is adopted.

Notes:

- A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 105 Eunos Avenue 3, Hafary Centre, Singapore 409836 not less than forty-eight (48) hours before the time appointed for holding the Meeting.