



HAI LECK HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199804461D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 7 February 2014 issued by Hai Leck Holdings Limited ("**Circular**").

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Hai Leck Holdings Limited ("**Company**") will be held at 47 Tuas View Circuit Singapore 637357 on 26 February 2014 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any amendments, the following resolution:

ORDINARY RESOLUTION : THE WARRANTS ISSUE

THAT:-

- (a) a renounceable non-underwritten rights issue ("**Warrants Issue**") of up to 202,786,875 Warrants ("**Warrants**"), at an issue price of S\$0.001 ("**Issue Price**") for each Warrant, each Warrant carrying the right to subscribe for one (1) new ordinary share in the capital of the Company ("**New Share**") at an exercise price of S\$0.33 ("**Exercise Price**"), on the basis of one (1) Warrant for every two (2) existing Shares held by the Entitled Shareholders as at a books closure date to be determined by the Directors ("**Books Closure Date**"), be and is hereby approved; and
- (b) allot and issue such number of New Shares as the Directors may determine of up to 202,786,875 New Shares at the Exercise Price (subject to adjustments with the terms of the Deed Poll constituting the Warrants);
- (c) authority be and is hereby given to the board of Directors of the Company to:
 - (i) allot and issue such number of Warrants as the Directors may determine of up to 202,786,875 Warrants at the Issue Price per Warrant;
 - (ii) provisionally allot and issue up to 202,786,875 Warrant pursuant to the Warrants Issue on the basis of one (1) Warrant for every two (2) existing Shares held by the Entitled Shareholders as at the Books Closure Date, on the terms and conditions set out below and/or otherwise on such terms and conditions as the Directors may deem fit:
 - a. the provisional allotments of the Warrants under the Warrants Issue shall be made on a renounceable basis to the shareholders of the Company ("**Shareholders**") whose names appear in the Register of Members of the Company or the records of the Central Depository (Pte) Limited ("**CDP**") as at the Books Closure Date with registered addresses in Singapore or who have, at least five (5) Market Days (being a day on which the SGX-ST is open for trading in securities) prior to the Books Closure Date, provided to CDP or the Company, as the case may be, addresses in Singapore for the service of notices or documents ("**Entitled Shareholders**"), on the basis of one (1) Warrant for every two (2) existing Shares then held by the Entitled Shareholders;
 - b. no provisional allotment of the Warrants shall be made in favour of, and no application form or other documents in respect thereof shall be issued or sent to Shareholders with registered addresses outside Singapore as at the Books Closure Date and who have not, at least five (5) Market Days prior thereto, provided to CDP or the Share Registrar/Company, as the case may be, addresses in Singapore for the service of notices and documents ("**Foreign Shareholders**");
 - c. the entitlements to the Warrants which would otherwise accrue to Foreign Shareholders shall be disposed of or dealt with by the Company in such manner and on such terms and conditions as the Directors may, in their absolute discretion, determine and in connection therewith, the Directors be and are hereby authorised to provisionally allot such entitlements to such person(s) as the Directors may, in their absolute discretion, deem fit as nominee(s) for the purpose of renouncing the application forms relating thereto or disposing of such entitlements to purchasers thereof and to pool and thereafter distribute the proceeds, if any, thereof (after deducting all dealing and other expenses in connection therewith) proportionately to and among such Foreign Shareholders in proportion to their respective shareholdings as at the Books Closure Date provided that if the amount distributable to any single Foreign Shareholder is less than S\$10.00, such amount shall instead be retained for the sole benefit of the Company or be dealt with as the Directors, may in their absolute discretion, deem fit;
 - d. to aggregate and allot the entitlements to the Warrants not taken up or allotted for any reason in accordance with the terms of the Warrants Issue to satisfy excess applications for the Warrants or otherwise to dispose of or to deal with such entitlement to the Warrants in such manner and on such terms and conditions as the Directors may, in their absolute discretion, deem fit;
 - e. the New Shares to be issued on exercise of the Warrants at the Exercise Price (subject to adjustments with the terms of the Deed Poll constituting the Warrants) when allotted and issued will rank *pari passu* in all respects with the then existing Shares, except that they will not rank for any dividends, rights, allotments or other distributions that may be declared or paid, the record date for which falls before the date of issue of the New Shares;
 - f. the adjustments (subject to adjustments with the terms of the Deed Poll constituting the Warrants) to the exercise or conversion price and/or the number of company Warrants or other convertible securities in the event that there are any rights, bonus or other capitalisation issues, where required ("**Adjustments**"); and
 - g. the additional convertible securities and/or shares arising from the conversion of the securities, to be issued pursuant to any Adjustments, provided that the Adjustments do not give the holder a benefit that a shareholder does not receive.
- (d) the Directors be and are hereby authorised to complete and do all acts and things (including executing all such documents as may be required in connection with the Warrants Issue) and exercise such absolute discretion as the Director may deem fit, advisable or necessary in connection with all or any of the above matters.

By Order of the Board

Cheng Yao Tong
Chief Executive Officer
7 February 2014