



YONG XIN INTERNATIONAL HOLDINGS LTD.

(Company Registration No. 200515483H)

(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Yong Xin International Holdings Ltd. (the "Company") will be held at Level 11, The Finexis Building, 108 Robinson Road, Singapore 068900 on Thursday, 23 April 2015 at 3.00 p.m. to transact the following ordinary and special businesses:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Accounts of the Company for the financial year ended 31 December 2014 and the Auditors' Report thereon. **(Resolution No. 1)**
2. To re-elect the following Directors retiring by rotation pursuant to Article 89 of the Articles of Association of the Company:-
Mr Tsang Siu For Thomas [See Explanatory Note (i)] **(Resolution No. 2)**
Mr Yuan Xuanli [See Explanatory Note (ii)] **(Resolution No. 3)**
3. To approve the payment of Directors' fees of S\$120,000 for the financial year ending 31 December 2015, to be paid quarterly in arrears. (2014: S\$120,000). **(Resolution No. 4)**
4. To re-appoint Messrs Mazars LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution No. 5)**
5. To transact any other ordinary business that may be transacted at an annual general meeting.

AS SPECIAL BUSINESS

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

6. Share Issue Mandate **(Resolution No. 6)**

That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors to:

- (a) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
- (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,

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 the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to such Resolution (including 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 (excluding treasury 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 (including 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 issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) subject to such manner of calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of passing this Resolution, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities;
 - (ii) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (iii) any subsequent bonus issue, consolidation or sub-division of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (4) (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 earlier. [See Explanatory Note (iii)]

BY ORDER OF THE BOARD

BENNY LIM HENG CHONG

LOW WAI CHEONG

Joint Company Secretaries

Singapore, 8 April 2015

Explanatory Notes:

- (i) Mr Tsang Siu For Thomas will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee, as well as a member of the Nominating and Remuneration Committees, and will be considered independent for the purposes of Rule 704(8) of the listing rules of the SGX-ST.

There are no relationships (including immediate family relationships) between Mr Tsang and the other Directors, the Company or the 10% shareholders (as defined in the Code of Corporate Governance 2012) of the Company.

Detailed information on Mr Tsang can be found under "Board of Directors" and "Corporate Governance Report" in the Company's Annual Report 2014.

- (ii) Mr Yuan Xuanli will, upon re-election as a Director of the Company, remain as an Executive Director of the Company.

There are no relationships (including immediate family relationships) between Mr Yuan and the other Directors, the Company or the 10% shareholders (as defined in the Code of Corporate Governance 2012) of the Company.

Detailed information on Mr Yuan can be found under "Board of Directors" and "Corporate Governance Report" in the Company's Annual Report 2014.

- (iii) The Ordinary Resolution 6 proposed in item 6 above, if passed, will authorise the Directors of the Company from the date of this Meeting until the date 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, fifty per cent. (50%) of the issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty per cent. (20%) may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the issued shares (excluding treasury 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 the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of shares.

Notes:-

1. A member of the Company entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 143 Cecil Street, #17-00 GB Building, Singapore 069542 not less than forty-eight (48) hours before the time appointed for holding the AGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, 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 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.