

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of Longcheer Holdings Limited (“**Company**”) will be held at Anson IV, Level 2, M Hotel, 81 Anson Road, Singapore 079908 on 26 October 2015 at 10.15 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution as an ordinary resolution:

All references to the Circular in this Notice of Special General Meeting shall mean the Company’s circular to Shareholders dated 9 October 2015 (the “**Circular**”). All capitalised terms not otherwise defined herein shall have the meanings given to them in the Circular.

### **ORDINARY RESOLUTION: THE PROPOSED SHARE CONSOLIDATION**

That:

- (a) approval be and is hereby given for the consolidation of every ten (10) existing issued and unissued ordinary shares of par value US\$0.02 each (including treasury shares) in the authorised capital and the issued capital of the Company as at the Books Closure Date into one (1) ordinary share of par value US\$0.20 (“**Post-Consolidation Share**”) with effect from the Effective Trading Date, and all fractional entitlements shall be disregarded (the “**Proposed Share Consolidation**”);
- (b) the number of Post-Consolidation Shares to which each Shareholder is entitled resulting from the Proposed Share Consolidation, based on their shareholdings in the Company as at the Books Closure Date, shall be rounded down to the nearest whole Post-Consolidation Share, and all fractions of Post-Consolidation Shares to which Shareholders would otherwise be entitled to shall be dealt with in such manner and on such terms as the Directors in their absolute discretion may deem fit in the best interests of the Company, including without limitation, (i) aggregating and selling the same and retaining the net proceeds for the benefit of the Company and/or (ii) purchasing any or all of the fractions of Post-Consolidation Shares and retaining the proceeds thereof for the benefit of the Company;
- (c) the Directors be and are hereby authorised to fix the Books Closure Date and the Effective Trading Date, in each case in their absolute discretion as they deem fit;
- (d) the Directors and any one of them be and is hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they/he/she may consider expedient, necessary, desirable, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution; and
- (e) in this Ordinary Resolution:

“**Books Closure Date**” means the time and date to be determined by the Directors, at and on which the register of members and the share transfer books of the Company will be closed to determine the entitlements of shareholders of the Company to the Post-Consolidation Shares pursuant to the Proposed Share Consolidation;

“**Effective Trading Date**” means the date to be determined by the Directors, at and on which (i) the Proposed Share Consolidation shall become effective, and (ii) the Post-Consolidation Shares will trade on the Singapore Exchange Securities Trading Limited in board lots of 100 Post-Consolidation Shares.

By Order of the Board

Dr. Du Junhong  
Executive Director and Chairman  
9 October 2015

### **Notes:**

Unless The Central Depository (Pte) Limited (“**CDP**”) specifies otherwise in a written notice to the Company, CDP shall be deemed to have appointed as CDP’s proxies to vote on behalf of CDP at this special general meeting each of the Depositors who are individuals and whose names are shown in CDP’s records as at a time not earlier than forty-eight (48) hours prior to the time of the special general meeting. Therefore, such Depositors who are individuals can attend and vote at the special general meeting without the lodgement of any Depositor Proxy Form (as defined below).

A Depositor registered and holding Shares through CDP who is an individual but is unable to attend the special general meeting personally and wishes to appoint a nominee to attend and vote on his/her behalf as CDP’s proxy must complete, sign and return the proxy form which is despatched together with this Circular to Depositors (“**Depositor Proxy Form**”) completed by CDP in accordance with the instructions printed thereon and deposit the duly completed Depositor Proxy Form at the office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for holding the special general meeting. Similarly, a Depositor who is a corporation and who wishes to attend the special general meeting must submit the Depositor Proxy Form for the appointment of nominee(s) to attend and vote at the special general meeting on its behalf as CDP’s proxy

If a Shareholder who is not a Depositor is unable to attend the special general meeting and wishes to appoint a proxy to attend and vote at the special general meeting in his stead, then he should complete and sign the proxy form despatched to Shareholders who are not Depositors (“**Shareholder Proxy Form**”) and deposit the duly completed Shareholder Proxy Form at the office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for holding the special general meeting. Such proxy need not be a member of the Company.

To be effective, the Depositor Proxy Form or the Shareholder Proxy Form must be deposited by a Depositor or a Shareholder (as the case may be) at the office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, no later than 10.15 a.m. on 24 October 2015.

The completion and return of the Depositor Proxy Form or the Shareholder Proxy Form will not prevent him from attending and voting in person at the special general meeting if he wishes to do so, in place of his/her/its proxy.

### **PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM 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 the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (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.