



賢能集團有限公司*

(Incorporated in the Republic of Singapore with limited liability)

(Hong Kong stock code: 1730)

(Singapore stock code: 410)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **LHN LIMITED** will be held at 10 Raeburn Park, #02-18, Singapore 088702 on Wednesday, 30 January 2019 at 10:00 a.m. to transact the following business:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 30 September 2018 together with the Independent Auditor's Report thereon. **(Resolution 1)**
- To re-elect the following Directors of the Company retiring pursuant to Regulation 99 of the Constitution of the Company, and who have, being eligible, offered themselves for re-election as Directors:
Mr Lim Lung Tieng **(Resolution 2)**
Ms Ch'ng Li-Ling **(Resolution 3)**
The detailed information of the above mentioned Directors as recommended under Guideline 4.7 of the Code of Corporate Governance 2012 and as required under rule 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **"HK Listing Rules"**) can be found under the sections entitled "Board of Directors" and the "Corporate Governance Report" in the Annual Report and circular of the Company dated 31 December 2018.
[See Explanatory Note (i)]
- To approve the payment of Directors' fees of S\$192,000 for the financial year ending 30 September 2019, payable quarterly in arrears (FY2018: S\$168,000). **(Resolution 4)**
- To approve the payment of Directors' meeting allowances of S\$9,000 for the financial year ended 30 September 2018. **(Resolution 5)**
[See Explanatory Note (ii)]
- To approve the payment of Directors' travel allowances of S\$2,000 for the financial year ended 30 September 2018. **(Resolution 6)**
[See Explanatory Note (iii)]
- To re-appoint Messrs PricewaterhouseCoopers LLP as the Independent Auditor of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors of the Company to fix their remuneration. **(Resolution 7)**
- 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:

- Authority to allot and issue shares**
That pursuant to Section 161 of the Singapore Companies Act, Cap. 50, Rule 806 of Section B of the Singapore Exchange Securities Trading Limited (the **"SGX-ST"**) Listing Manual: Rules of Catalyst (the **"Catalist Rules"**) and HK Listing Rules, the Directors of the Company be authorised and empowered to:
(a) (i) allot and issue shares in the capital of the Company (**"Shares"**) 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) 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:
(1) the aggregate number of Shares of the Company to be allotted and issued pursuant to this Resolution (including Shares of the Company to be allotted and issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 100% of the total number of issued Shares excluding treasury Shares and subsidiary holdings in the capital of the Company (as calculated in accordance with sub-paragraph (3) below), of which the aggregate number of Shares to be allotted and issued other than on a pro rata basis to shareholders of the Company (including Shares to be allotted and issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares excluding treasury Shares and subsidiary holdings in the capital of the Company (as calculated in accordance with sub-paragraph (3) below);
(2) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the HK Listing Rules, the Code on Share Buy-Backs of Hong Kong and Catalyst Rules for the time being in force (unless such compliance has been waived by The Stock Exchange of Hong Kong Limited (the **"SEHK"**), the Hong Kong Securities and Futures Commission or SGX-ST, respectively) and the Constitution, for the time being in force, of the Company;
(3) (subject to such calculation as may be prescribed by the SGX-ST and SEHK for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury Shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
(a) new Shares arising from the conversion or exercise of any convertible securities;
(b) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
(c) any subsequent bonus issue, consolidation or subdivision of Shares; and
(4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until (i) the conclusion of the next Annual General Meeting of the Company; or (ii) the date by which the next Annual General Meeting of the Company is required by law or the Constitution to be held, whichever is earlier.

[See Explanatory Note (iii)]

(Resolution 8)

- Authority to issue Shares under the LHN Share Option Scheme (the "Share Option Scheme")**
That pursuant to Section 161 of the Singapore Companies Act, Cap 50, of Singapore, the Directors of the Company be authorised to offer and grant options in accordance with the provisions of the Share Option Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued pursuant to the exercise of options under the Share Option Scheme, provided always that the aggregate number of new Shares to be allotted and issued pursuant to the Share Option Scheme, when added to the aggregate number of Shares issued and issuable in respect of all options granted under the Share Option Scheme and any other share option, share incentive, performance share or restricted share plan implemented by the Company, shall not exceed 10% of the total number of issued Shares in the capital of the Company from time to time.
[See Explanatory Note (iv)]

(Resolution 9)

- Proposed Renewal of the Shareholders' Mandate for Interested Person Transactions**
That:
(a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalyst Rules of the SGX-ST (**"Chapter 9"**), for the Company, its subsidiaries and associated companies that are "entities at risk" (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the circular of the Company dated 31 December 2018 (the **"Circular"**) with any party who is of the class of interested persons described in the Circular, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;
(b) the approval given in sub-paragraph (a) above (the **"IPT Mandate"**) shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company;
(c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendments to Chapter 9 of the Catalyst Rules which may be prescribed by the SGX-ST from time to time; and
(d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.
[See Explanatory Note (v)]

(Resolution 10)

- Proposed Adoption of the Share Buy-Back Mandate**
That:
(a) for the purposes of Sections 76C and 76E of the Companies Act (Chapter 50 of Singapore) (the **"Act"**) and the HK Listing Rules, approval be and is hereby given for the adoption of the Share Buy-Back Mandate (as defined therein the Circular of the Company dated 31 December 2018); and the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire ordinary shares of the Company (**"Shares"**) not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
(i) on-market purchases (each a **"Market Purchase"**) on the SGX-ST and/or the SEHK; and/or
(ii) off-market purchases (each an **"Off-Market Purchase"**) effected otherwise than on the SGX-ST and/or SEHK in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act,
provided always such purchases and acquisitions shall be carried out in accordance with all other laws and regulations, including but not limited to, the Company's Constitution, the provisions of the Act, the Catalyst Rules, the Singapore Code on Take-overs and Mergers, the HK Listing Rules, The Code on Share Buy-backs of Hong Kong and the Code on Takeovers and Mergers of Hong Kong, as may for the time being be applicable (the **"Share Buy-Back Mandate"**);
(b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy-Back Mandate shall be deemed cancelled and dealt with in accordance with the Act;
(c) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
(i) the conclusion of the next AGM or the date by which such AGM is required by the Constitution of the Company or the applicable laws of Singapore to be held;
(ii) the date on which the buy-back of the shares is carried out to the full extent mandated; or
(iii) the date on which the authority conferred in the Share Buy-Back Mandate is varied or revoked by the shareholders of the Company in a general meeting;
(d) for purposes of this Resolution:-
"Prescribed Limit" means ten per cent (10%) of the issued ordinary share capital of the Company as at the date of passing of this Resolution (excluding subsidiary holdings) unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any subsidiary holdings that may be held by the Company from time to time);
"Relevant Period" means the period commencing from the date of passing of this Resolution and expiring on the date the next AGM is held, or is required by the Constitution of the Company or the applicable laws in Singapore to be held, the date on which the buy-back of the Shares are carried out to the full extent mandated, or the date the said mandate is revoked or varied by the Shareholders of the Company in a general meeting, whichever is the earlier; and
"Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding:
(i) in the case of a Market Purchase, 105% of the Average Closing Price; and
(ii) in the case of an Off-Market Purchase, 110% of the Average Closing Price, where:
"Average Closing Price" means (i) in the case of Market Purchase on SGX-ST, the average of the closing market prices of a Share over the last five (5) market days, on which transactions in the Shares were recorded on the SGX-ST, preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase and deemed to be adjusted for any corporate action, in accordance with the Catalyst Rules, that occurs after the relevant five (5)-day period; and (ii) in the case of Market Purchase made on the SEHK, the average closing market price for the five (5) preceding trading days on which the Shares were traded on the SEHK; and
"Day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and
"Market day" means a day on which the SGX-ST or SEHK (as the case may be) is open for trading in securities; and
(e) any of the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.
[See Explanatory Note (vi)]

(Resolution 11)

- Extension Mandate on Issue Shares Repurchased**
That conditional on the passing of resolutions numbered 8 and 11 above, the general mandate adopted pursuant to resolution number 11 above be and is hereby extended by the addition to the aggregate number of which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate number of shares of the Company purchased or acquired, or agreed to be purchased or acquired by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 11 above.
[See Explanatory Note (vii)]

(Resolution 12)

By Order of the Board
Kenneth Leong
Joint Company Secretary

Singapore,
31 December 2018

Explanatory Notes:

- Mr Lim Lung Tieng, upon re-election as a Director of the Company, will remain as the Executive Chairman and Group Managing Director.
Ms Ch'ng Li-Ling, upon re-election as a Director of the Company, will remain as the Lead Independent Non-executive Director, Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees, and the Board of Directors (save for Ms Ch'ng Li-Ling) considers her independent for the purposes of Rule 704(7) of the Catalyst Rules and rule 3.13 of the HK Listing Rules.
- The payment of Directors' meeting allowances is for the additional and ad-hoc board meetings attended by the Directors during the financial year ended 30 September 2018. The payment of Directors' travel allowances is for the overseas travel conducted by the Directors during the financial year ended 30 September 2018 for the evaluation of potential overseas projects to be undertaken by the Company.
- The Ordinary Resolution 8 in item 8 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, one hundred per cent (100%) of the total number of issued shares in the capital of the Company of which up to fifty per cent (50%) 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 (excluding subsidiary holdings) will be calculated based on the total number of issued shares (excluding subsidiary holdings) 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, share options or share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.
- The Ordinary Resolution 9 in item 9 above, if passed, will empower the Directors of the Company to issue Shares up to an amount in aggregate not exceeding ten per cent (10%) of the issued share capital of the Company pursuant to the Share Option Scheme, and such other share-based incentive scheme or share plan. This authority is in addition to the general authority to issue Shares sought under Ordinary Resolution 8.
- The Ordinary Resolution 10 proposed in item 10 above, if passed, will allow the Company and its subsidiaries to enter into transactions with interested persons as defined in Chapter 9 of the Catalyst Rules. Please refer to the Circular of the Company dated 31 December 2018 for details.
- The Ordinary Resolution 11 in item 11 above, if passed, will empower the Directors of the Company, effective period commencing from the date on which the ordinary resolution in relation to the Share Buy-Back Mandate is passed in a general meeting and expiring on the earliest of the date on which the next Annual General Meeting is held or is required by law to be held, or the date the said mandate is revoked or varied by the Company in a general meeting to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to ten per cent (10%) of the total number of issued shares in the capital of the Company at the Maximum Price as defined in this Notice of Annual General Meeting.
The rationale for the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buy-Back Mandate on the audited consolidated financial accounts of the Group for the financial year ended 30 September 2018 are set out in greater detail in the Circular.
- The Ordinary Resolution 12 in item 12 above, if passed, will extend the aggregate number of the Shares which may be allotted and issued under the mandate under Ordinary Resolution 8 by an addition of an amount representing the aggregate number of Shares purchased or acquired pursuant to the mandate under Ordinary Resolution 11. It is required under Rule 13.36(2)(b) of the HK Listing Rules that a separate ordinary resolution must be passed by the Shareholder in the general meeting to add such repurchased securities to the 20% general mandate under Ordinary Resolution 8.

Notes:

- (a) A member who is not a relevant intermediary is entitled to appoint one or two proxies to attend and vote at the annual general meeting (**"Meeting"**) of the Company.
(b) A member who is relevant intermediary is entitled to appoint more than two proxies to attend and vote at the Meeting of the Company, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member.
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.
- A proxy need not be a member of the Company.
- A member of the Company which is a corporation is entitled to appoint its authorised representatives or proxies to vote on his behalf.
- The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at **10 Raeburn Park, #02-18, Singapore 088702** (for Singapore shareholders), or at the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at **Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong** (for Hong Kong shareholders) not less than **seventy-two (72) hours** before the time set for the Meeting. The completion and return of a proxy form by a Shareholder does not preclude him from attending and voting in person at the Meeting should he subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company:

- consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the **"Purposes"**);
- 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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- 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.

CLOSURE OF REGISTER OF MEMBERS

For Shareholders in Singapore

The Share Transfer Books and Register of Members of the Company will be closed at **5:00 p.m. on Thursday, 24 January 2019** for the purpose of determining shareholders' entitlements to attend the 2019 annual general meeting. Duly completed registrable transfers in respect of the Shares received by the Company's Singapore principal share registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623 up to **5:00 p.m. on Thursday, 24 January 2019** will be registered to determine shareholders' entitlements to attend the AGM.

For Shareholders in Hong Kong

The branch register of members of the Company in Hong Kong will be closed between **Friday, 25 January 2019 and Wednesday, 30 January 2019** (both days inclusive), during which period no transfer of Shares of the Company will be registered in Hong Kong. In order to determine shareholders' entitlements to attend and vote at the 2019 annual general meeting, all share transfers in Hong Kong, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than **4:30 p.m. on Thursday, 24 January 2019**.

For the purpose of determination of shareholders registered under the Singapore principal register of members and the Hong Kong branch register of members of the Company, all necessary documents, remittances accompanied by the relevant share certificates in respect of removal of Shares between the two (2) register of members must be submitted no later than **5:00 p.m. and 4:30 p.m. on Thursday, 17 January 2019** to the Company's Singapore principal share registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 (for Singapore shareholders) and the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong shareholders), respectively.

As at the date of this notice, the board of directors of the Company comprises Mr Lim Lung Tieng and Ms Lim Bee Choo as executive directors of the Company; and Ms Ch'ng Li-Ling, Mr Yong Chee Hiong and Mr Chan Ka Leung Gary as independent non-executive directors of the Company.

* For identification purpose only