



SHS HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company Registration Number: 197502208Z)

NOTICE OF ADJOURNED EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the adjourned Extraordinary General Meeting of **SHS HOLDINGS LTD.** (the "**Company**") will be held at 81 Tuas South Street 5, Singapore 637651 on 26 May 2016 at 10.00 a.m. for the purpose of considering, and if thought fit, passing, with or without modifications:

*Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning as used in the circular dated 10 May 2016 issued by the Company (the "**Circular**").*

ORDINARY RESOLUTIONS

RESOLUTION 1: THE PROPOSED DESIGN, CONSTRUCTION, OPERATION AND MAINTENANCE OF A SOLAR POWER PLANT OF 50MW CAPACITY TO BE OWNED BY HDFC SINPOWER LIMITED, A SUBSIDIARY OF THE COMPANY, AT SUTIAKHALI, MYMENSINGH DISTRICT, BANGLADESH

THAT:

- (a) approval be and is hereby given for the proposed design, construction, operation and maintenance of a solar power plant of 50MW capacity ("**Solar Power Plant**") to be owned by HDFC SinPower Limited, a subsidiary of the Company, at Sutiakhali, Mymensingh District, Bangladesh (the "**Proposed Solar Project**") on the terms and subject to the conditions set out in LOI and the Undertaking; and
- (b) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to the matters referred to in paragraph (a) of this resolution.

RESOLUTION 2: THE PROPOSED DIVERSIFICATION OF THE EXISTING CORE BUSINESSES OF THE GROUP TO INCLUDE THE SOLAR POWER BUSINESS

THAT:

- (a) approval be and is hereby given for the proposed diversification of the Company and its subsidiaries' existing core businesses (the "**Proposed Diversification**") to include the solar power business ("**Solar Power Business**"), which comprises the:
 - (i) engineering, procurement and construction ("**EPC**") of solar power systems for third parties;
 - (ii) leasing of solar power systems that the Group owns to third parties;
 - (iii) EPC of solar power systems for the sale of electric power produced by such solar power systems owned by the Group;
 - (iv) acquisition of solar power systems from third parties for the Group's operations for the sale of electric power produced by such solar power systems owned by the Group; and
 - (v) sale of electric power produced by solar power systems owned by the Group; and
- (b) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to the matters referred to in paragraph (a) of this resolution.

BY ORDER OF THE BOARD

Ng Han Kok, Henry
Executive Director and Group CEO
10 May 2016

Notes:

1. (a) A Member who is not a relevant intermediary, is entitled to appoint not more than two proxies to attend and vote at the Adjourned Extraordinary General Meeting (the "**Meeting**").
(b) A Member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the Meeting, 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.
2. A proxy need not be a Member of the Company.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 81 Tuas South Street 5, Singapore 637651 not less than forty-eight (48) hours before the time appointed for holding the Meeting.