



SHS HOLDINGS LTD.

Company Registration No. 197502208Z
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **SHS HOLDINGS LTD.** (the "**Company**") will be held at 81 Tuas South Street 5, Singapore 637651 on 28 April 2016 at 11.00 a.m. (or immediately after the conclusion of an annual general meeting of the Company to be held on the same date at 10.00 a.m. prior to the Extraordinary General Meeting) 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 12 April 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
12 April 2016