



HUAN HSIN HOLDINGS LTD

奐鑫控股有限公司

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199509142R)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **HUAN HSIN HOLDINGS LTD** (the "Company") will be held at Reliance 2, Hotel Re! @ Pearl's Hill, 175A Chin Swee Road, Singapore 169879 on 25 June 2018 at 10 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

Unless otherwise defined, defined terms used herein shall have the same meanings ascribed to them in the Company's Circular to Shareholders dated 8 June 2018 in respect of the resolutions herein.

Shareholders should note that each of Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3, as set out in this Notice, are inter-conditional on each other. This means that if any one of the resolutions is not approved, the other resolutions set out in this Notice will not be passed.

AS ORDINARY RESOLUTION

RESOLUTION 1: THE PROPOSED SUBSCRIPTION

(A) THE PROPOSED ALLOTMENT AND ISSUE OF 3,636,363,636 SUBSCRIPTION SHARES BY THE COMPANY TO THE SUBSCRIBER AT THE ISSUE PRICE OF S\$0.022 FOR EACH SUBSCRIPTION SHARE FOR AN AGGREGATE AMOUNT OF S\$80 MILLION, IN TWO TRanches – S\$20 MILLION AND S\$60 MILLION

That the Proposed Subscription Shares Issue be and is hereby approved and that approval be and is hereby given to the Directors of the Company:

- (a) to allot and issue 3,636,363,636 Subscription Shares to the Subscriber (and/or its nominees), subject to and otherwise in accordance with the terms and conditions of the Subscription Agreement, whereby such Subscription Shares shall rank *pari passu* in all respects with the then existing Shares of the Company except for any dividend, rights, allotment and other distributions, the record date in respect of which falls on or before the relevant date of issue of such Subscription Shares;
 - (b) to take such steps, make such amendments to the terms and conditions of the Subscription Agreement (provided that the amendments are not material) and exercise such discretion as the Directors may from time to time deem fit, advisable, desirable, expedient or necessary in connection with all or any of the above matters; and
 - (c) to complete and do and/or procure to be done all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution 1(A).
- (B) THE PROPOSED GRANT OF OPTIONS TO EACH OF THE SUBSCRIBER AND CCIAM, EACH AN OPTION HOLDER, IN ACCORDANCE WITH THE SUBSCRIPTION AGREEMENT AND THE PROPOSED ALLOTMENT AND ISSUE OF UP TO 454,545,455 OPTION SHARES BY THE COMPANY TO EACH OPTION HOLDER FOLLOWING THE EXERCISE OF THE OPTIONS, AT THE ISSUE PRICE OF S\$0.022 FOR EACH OPTION SHARE FOR AN AGGREGATE AMOUNT OF UP TO S\$20 MILLION**

That the Proposed Grant of Options and the Proposed Option Shares Issue following the exercise of Options by the Option Holders be and is hereby approved and that approval be and is hereby given to the Directors of the Company:

- (a) to allot and issue up to 454,545,455 Options to each Option Holder (and/or its nominees) or up to 909,090,910 Option Shares to both Option Holders (and/or their nominees), subject to and otherwise in accordance with the terms and conditions of the Subscription Agreement, whereby such Option Shares shall rank *pari passu* in all respects with the then existing Shares of the Company except for any dividend, rights, allotment and other distributions, the record date in respect of which falls on or before the relevant date of issue of such Option Shares;
- (b) to take such steps, make such amendments to the terms and conditions of the Subscription Agreement (provided that the amendments are not material) and exercise such discretion as the Directors may from time to time deem fit, advisable, desirable, expedient or necessary in connection with all or any of the above matters; and
- (c) to complete and do and/or procure to be done all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution 1(B).

AS ORDINARY RESOLUTION

RESOLUTION 2: THE PROPOSED WHITEWASH RESOLUTION

The Independent Shareholders of the Company, hereby (on a poll taken) unconditionally and irrevocably waive their right under Rule 14 of the Code to receive a General Offer from the Subscriber following from the allotment and issue of the Tranche 1 Subscription Shares pursuant to the Proposed Subscription Shares Issue.

AS ORDINARY RESOLUTION

RESOLUTION 3: THE TRANSFER OF CONTROLLING INTEREST

The Transfer of Controlling Interest be and is hereby approved and that approval be and is hereby given to the Directors of the Company:

- (a) to allot and issue such number of Subscription Shares pursuant to the Proposed Subscription Shares Issue and such number of Option Shares pursuant to the Proposed Option Shares Issue, to the Subscriber (and/or its nominees) respectively, subject to and otherwise in accordance with the terms and conditions of the Subscription Agreement, the issuance of such Shares constituting a transfer of controlling interest in the Company to the Subscriber; and
- (b) to complete and do and/or procure to be done all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution 3.

BY ORDER OF THE BOARD
HUAN HSIN HOLDINGS LTD

Hsu Hung Chun
Chairman

8 June 2018

Notes:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Extraordinary General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 77 Robinson Road, #13-00 Robinson 77, Singapore 068896 not less than 48 hours before the time appointed for holding the Extraordinary General Meeting.
4. Completion and return of the instrument appointing a proxy or proxies by a member shall not preclude him from attending and voting at the Extraordinary General Meeting if he so wishes. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Extraordinary General Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Extraordinary General Meeting.
5. The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

PERSONAL DATA PRIVACY

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