



**HU AN CABLE HOLDINGS LTD.**  
(Company Registration No: 200810320N)  
(Incorporated in the Republic of Singapore)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hu An Cable Holdings Ltd. (the "Company") will be held at 31 Bukit Batok Crescent, #01-10 The Splendour, Singapore 658070 on Wednesday, 30 April 2014 at 10:00 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

- To receive and adopt the Directors' Report and the Audited Accounts of the Company for the financial year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Directors of the Company retiring pursuant to Article 89 of the Articles of Association of the Company:  
Mr. Chen Timothy Teck Leng @ Chen Teck Leng (*Independent Director*) **(Resolution 2)**  
Mr. Chen Hsin Yuan (*Independent Director*) **(Resolution 3)**  
[Please see Explanatory Note (i)]
- To re-appoint the following Director of the Company to hold office until the next annual general meeting of the Company pursuant to Section 153(6) of the Companies Act, Cap. 50:  
Mr. Chan Cheng Hai (*Independent Director*) **(Resolution 4)**  
[Please see Explanatory Note (ii)]
- To approve the payment of Directors' fees of S\$210,000 and RMB50,000 for the financial year ending 31 December 2014. **(Resolution 5)**  
(2013: S\$210,000 and RMB50,000)
- To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
- 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 issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST")**

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised and empowered to:

- (i) 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 pursuant to any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed twenty per cent. (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - new shares arising from the conversion or exercise of the Instruments;
  - new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
  - any subsequent bonus issue, consolidation or subdivision of shares;
- in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
- unless revoked or varied by the Company in a general meeting, such authority shall continue in force 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, whichever is earlier.

[Please see Explanatory Note (iii)]

**(Resolution 7)**

- Renewal of Share Buyback Mandate**

That:

- for the purposes of the Companies Act (Cap. 50) of Singapore (the "Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the ordinary shares in the capital of the Company not exceeding in aggregate the Prescribed Limit (as hereafter 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:

- market purchases (each a "Market Purchase") transacted on the SGX-ST or, as the case may be, any other securities exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all the conditions prescribed by the Act, and otherwise in accordance with all other provisions of the Companies Act and listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buyback Mandate");

- unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback 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:

- the date on which the next annual general meeting of the Company ("AGM") is held or required by law to be held;
- the date on which the share buybacks are carried out to the full extent mandated; or
- the date on which the authority contained in the Share Buyback Mandate is varied or revoked;

- in this Resolution:

"Prescribed Limit" means 10% of the issued ordinary share capital of the Company as at the date of passing of this Resolution 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 treasury shares that may be held by the Company from time to time);

"Relevant Period" means the period commencing from the date on which the last AGM was held and required by law to be held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and

"Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- in the case of a Market Purchase: 105% of the Average Closing Price;
- in the case of an Off-Market Purchase: 120% of the Average Closing Price., where:

"Average Closing Price" means the average of the closing market prices of a Share over the last five market days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase or the date on which the Company announces an Off-Market Purchase Offer stating that purchase price and the relevant terms of the equal access scheme, and deemed to be adjusted for any corporate action that occurs after the relevant 5-day period; and

- the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

[Please see Explanatory Note (iv)]

**(Resolution 8)**

**BY ORDER OF THE BOARD**

Low Wai Cheong  
Lim Heng Chong Benny  
Joint Company Secretaries  
Singapore, 8 April 2014

**Explanatory Notes:**

(i) \*Mr. Chen Timothy Teck Leng @ Chen Teck Leng will, upon re-election as Director of the Company, remain as an Independent Director, Chairman of the Remuneration Committee, and a member of the Audit Committee, the Nominating Committee and the Risk Management Committee, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including family relationships) between Mr. Chen Timothy Teck Leng @ Chen Teck Leng and the other Directors, the Company or its 10% shareholders.

\*Mr. Chen Hsin Yuan will, upon re-election as Director of the Company, remain as an Independent Director and a member of the Risk Management Committee, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including family relationships) between Mr. Chen Hsin Yuan and the other Directors, the Company or its 10% shareholders.

(ii) \*Mr. Chan Cheng Hai will, upon re-election as Director of the Company, remain as an Independent Director, a member of the Audit Committee, the Remuneration Committee and the Risk Management Committee, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including family relationships) between Mr. Chan Cheng Hai and the other Directors, the Company or its 10% shareholders.

(iii) The Ordinary Resolution 7 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, fifty per cent. (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty per cent. (20%) may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) shall be calculated based on the total number of issued shares (excluding treasury shares) 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 or share options or vesting of 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.

(iv) The Ordinary Resolution 8 above, if passed, will renew the Share Buyback Mandate which authorises the Directors of the Company from the date of this Annual General Meeting until the date of 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 purchase up to 10% of the total number of issued ordinary shares in the capital of the Company. Detailed information on the Renewal of the Share Buyback Mandate is set out in the Appendix to this Notice of Annual General Meeting dated 8 April 2014.

\* Details of the Director's current directorships in other listed companies and other principal commitments are set out in the Report of Corporate Governance in the Annual Report.

**Notes:**

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 31 Bukit Batok Crescent, #01-10 The Splendour, Singapore 658070, not less than forty-eight (48) hours before the time fixed for holding the Annual General Meeting.