

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting of Huan Hsin Holdings Ltd will be held at Chui Huay Lim Club, Function Room (Level 3), 190 Keng Lee Road, Singapore 308409 on Monday, April 25, 2016 at 10:00 a.m., for the following purposes: -

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Financial Statements of the Company for the financial year ended December 31, 2015. **(Resolution 1)**
2. To approve Directors' Fees of S\$220,000/- for the year ended December 31, 2015. (2014: S\$220,000/-). **(Resolution 2)**
3. To re-appoint Mr Lim Hock Beng who retires as a Director of the Company. **(Resolution 3)**
4. To re-appoint Mr Lau Ping Sum, Pearce who retires as a Director of the Company. **(Resolution 4)**
5. To re-elect Mr Hsu Ming Hung who retires by rotation in accordance with Regulation No. 103 of the Company's Constitution and who, being eligible, offers himself for re-election. **(Resolution 5)**
6. To re-elect Mr Chew Heng Ching who retires by rotation in accordance with Regulation No. 103 of the Company's Constitution and who, being eligible, offers himself for re-election. **(Resolution 6)**
7. To re-appoint Deloitte & Touche LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions with or without any modifications: -

8. That pursuant to Section 161 of the Companies Act, Cap. 50 and the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") authority be and is hereby given to the Directors to: **(Resolution 8)**

- (a) (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) 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 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 Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50 per cent. of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including share to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 20 per cent. of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under paragraphs (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:
 - (i) 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 this Resolution is passed; and
 - (ii) any subsequent bonus issue or consolidation or subdivision of shares;
- (3) in exercising the authority 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 Company's Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution 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 the earlier.
(see explanatory note (i))

ANY OTHER BUSINESS

9. To transact any other ordinary business of an Annual General Meeting of which due notice shall have been given.

By Order of the Board

HAN TOCK MUI KELLY
Company Secretary

Singapore, April 08, 2016

NOTE:

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the Registered Office of the Company, 3 Anson Road #27-01 Springleaf Tower, Singapore 079909, not less than 48 hours before the time set for holding the Meeting.
2. Mr Lim Hock Beng, is the Lead Independent Director and he is also the Chairman of the Audit Committee and member of the Remuneration and Nominating Committees. He will upon re-appointment as Director of the Company, continue to serve as Chairman of the Audit Committee, and as member of the Remuneration and Nominating Committees, respectively.
3. Mr Lau Ping Sum, Pearce, is an Independent Director and he is also the Chairman of the Remuneration Committee and member of the Audit and Nominating Committees. He will upon re-appointment as Director of the Company, continue to serve as the Chairman of the Remuneration Committee and as member of the Audit and Nominating Committees, respectively.
4. Mr Hsu Ming Hung, is an Executive Director and will upon his re-election as Director of the Company, continue to serve as an Executive Director of the Board.
5. Mr Chew Heng Ching, is an Independent Director and he is also the Chairman of Nominating Committee, and member of the Audit and Remuneration Committees. He will upon re-election as Director of the Company, continue to serve as the Chairman of the Nominating Committee and as members of the Audit and Remuneration Committees, respectively.

STATEMENT PURSUANT TO REGULATION NO. 61 OF THE COMPANY'S CONSTITUTION

- i) Resolution No. 8 is to empower the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding 50 per cent. of the total number of issued shares (excluding treasury shares) in the capital of the Company, with a sub limit of 20 per cent. for issues other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time that Resolution No. 8 is passed, after adjusting for (a) 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 that Resolution No. 8 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

The Company does not hold any treasury shares.