UNITED FOOD HOLDINGS LIMITED

(Incorporated in Bermuda as an exempted company limited by shares)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting ("**SGM**") of **UNITED FOOD HOLDINGS LIMITED** (the "**Company**") will be held at the Empress Ballroom 1, Level 2, Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558 on 11 March 2016 at 9.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolution:

*All capitalized terms used in this Notice of SGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the circular dated 25 February 2016 to Shareholders (the "**Circular**")*

ORDINARY RESOLUTION: THE PROPOSED CHANGE OF AUDITORS

RESOLVED THAT:

(a) the resignation of Ernst & Young, Hong Kong ("**EY**") as auditors of the Company be and is hereby noted and that HLB Hodgson Impey Cheng Limited, Hong Kong ("**HICL**") and Foo Kon Tan LLP, Singapore ("**FKT**") having consented to act, be and are hereby appointed as Joint Auditors of the Company in place of EY to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms as may be agreed by the Directors of the Company with HICL and FKT; and

(b) the Directors and any one of them be and are hereby authorised and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or this Resolution.

BY ORDER OF THE BOARD

UNITED FOOD HOLDINGS LIMITED

Yoo Loo Ping
Chiang Wai Ming
Company Secretaries

Singapore, 25 February 2016

Note:

A member (other than The Central Depository (Pte) Limited) entitled to attend and vote at the SGM who is a holder of two or more shares may appoint not more than two proxies to attend and vote on his behalf and where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy. A proxy need not be a member of the Company. The instrument appointing a proxy or proxies must be deposited at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than 48 hours before the time set for the SGM.

In accordance with the requirements of Rule 1203(5) of the Listing Manual:

a) the outgoing Auditors, EY, has confirmed that it is not aware of any professional reasons why the new auditors, HICL and FKT, should not accept appointment as Joint Auditors of the Company;

b) the Company confirms that there were no disagreements with the outgoing Auditors, EY, on accounting treatments within the last 12 months from the date of this Circular;

c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders, which has not been disclosed in the Circular;

d) the specific reasons for the Proposed Change of Auditors are as disclosed in Section 2.1 of the Circular; and

e) the Company confirms that it is in compliance with Rule 712 and Rule 715 of the Listing Manual in relation to the appointment of HICL and FKT as the Auditors.

PERSONAL DATA PRIVACY

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