**CIRCULAR DATED 25 FEBRUARY 2016**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**If you are in any doubt about the contents of this Circular or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

If you have sold or transferred all your shares in the capital of **UNITED FOOD HOLDINGS LIMITED** (the "**Company**") held through The Central Depository (Pte) Limited ("**CDP**"), you need not forward this Circular to the purchaser or transferee as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your shares represented by physical share certificate(s), you should immediately hand this Circular together with the enclosed proxy form to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited (the **"SGX-ST"**) assumes no responsibility for the accuracy of any of the statements made, reports contained or opinions expressed in this Circular.

# UNITED FOOD HOLDINGS LIMITED

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

## CIRCULAR TO SHAREHOLDERS

**in relation to**

**THE PROPOSED CHANGE OF AUDITORS FROM ERNST & YOUNG, HONG KONG TO HLB HODGSON IMPEY CHENG LIMITED AND FOO KON TAN LLP**

**IMPORTANT DATES AND TIMES:**

| | | |
|---|---|---|
| Last date and time for lodgement of Proxy Form | : | 9 March 2016 at 9.00 a.m. |
| Date and time of Special General Meeting | : | 11 March 2016 at 9.00 a.m. |
| Venue of Special General Meeting | : | Empress Ballroom 1, Level 2,<br>Carlton Hotel Singapore,<br>76 Bras Basah Road,<br>Singapore 189558 |

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# DEFINITIONS

In this Circular and the Appendices hereto the following definitions apply throughout except where the context otherwise requires:

| | | |
|---|---|---|
| *"2015 AGM"* | : | The AGM of the Company held on 22 April 2015 |
| *"AGM"* | : | Annual general meeting of the Company |
| *"Auditors"* | : | The auditors of the Company for the time being |
| *"Audit Committee"* | : | The audit committee of the Board, comprising Chng Hee Kok, Ling Chung Yee Roy and David Yip Wai Sun |
| *"Bermuda Companies Act"* | : | Companies Act 1981 of Bermuda, as may be amended from time to time |
| *"Board"* | : | The Board of Directors of the Company |
| *"Bye-laws"* | : | The Bye-laws of the Company as amended, supplemented or modified from time to time |
| *"CDP"* | : | The Central Depository (Pte) Limited |
| *"Directors"* | : | Directors of the Company as at the date of this Circular and a director shall be any one of them |
| *"EY"* | : | Ernst & Young, Hong Kong |
| *"FKT"* | : | Foo Kon Tan LLP, Singapore |
| *"FY 2015" or "Financial Year"* | : | Financial year ended 31 December 2015 or ended, as the case may be |
| *"Group"* | : | The Company and its Subsidiaries |
| *"HICL"* | : | HLB Hodgson Impey Cheng Limited, Hong Kong |
| *"HLB International"* | : | A network of independent professional accounting firms and business advisers founded in 1969 with its headquarters in London |
| *"Joint Auditors"* | : | HICL and FKT |
| *"Listing Manual"* | : | The Listing Manual of the SGX-ST, as amended, modified or supplemented from time to time |
| *"Memorandum"* | : | The memorandum of association of the Company |
| *"Proposed Change of Auditors"* | : | The proposed change of Auditors from EY to HICL and FKT |
| *"SGM"* | : | The special general meeting of the Company to be convened and held at Empress Ballroom 1, Level 2, Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558 on 11 March 2016 at 9.00 a.m., notice of which is set out on page 12 of this Circular |
| *"SGX-ST"* | : | The Singapore Exchange Securities Trading Limited |
| *"Shares"* | : | Ordinary shares in the share capital of the Company |

| | | |
|---|---|---|
| *"Shareholders"* | : | Registered holders of Shares in the register of members of the Company |
| *"Subsidiaries"* | : | All the subsidiaries of the Company comprising:<br><br>(i) Post-Ante Trading Limited, the principal activity of which is in investment holdings;<br><br>(ii) Globe Bright Limited, the principal activity of which is in the provision of administrative services; and<br><br>(iii) Linyi Shengquan Grease Products Co., Ltd., the principal activity of which is in the production and sale of soybean meals, soybean oil and the production of animal feed |
| *"Substantial Shareholders"* | : | A person who holds directly or indirectly 5% or more of the total number of voting Shares in the capital of the Company |

The terms "Depositor" and "Depository Register" shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore.

Words importing the singular shall, where applicable, include the plural and *vice versa.* Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Bermuda Companies Act, the Listing Manual or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Bermuda Companies Act, the Listing Manual or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Where any word or expression is defined in this Circular, such definition shall extend to the grammatical variations and cognate expressions of such word or expression.

# UNITED FOOD HOLDINGS LIMITED

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

**Directors:**

| | |
|---|---|
| DAVID YIP WAI SUN | (Non-Executive Chairman) |
| WANG TINGBAO | (Executive Vice-Chairman & Chief Executive Officer) |
| LING CHUNG YEE ROY | (Lead Independent Director) |
| CHNG HEE KOK | (Independent Director) |

**Registered Office:**

CLARENDON HOUSE 2
CHURCH STREET
HAMILTON HM 11
BERMUDA

25 February 2016

To: The Shareholders

Dear Sir / Madam,

## THE PROPOSED CHANGE OF AUDITORS

### 1. INTRODUCTION

The Directors are proposing to convene an SGM to be held on 11 March 2016 to seek Shareholders' approval for the proposed change of auditors from EY to HICL and FKT as joint auditors of the Company.

The purpose of this Circular is to provide Shareholders with the relevant information relating to the Proposed Change of Auditors and to seek Shareholders' approval for the ordinary resolution relating to the same as set out in the notice of SGM on page 12 of this Circular.

### 2. THE PROPOSED CHANGE OF AUDITORS

### 2.1 Background and Rationale

2.1.1 The Company's existing auditors, EY, has been the Auditors since 31 August 2000. EY was re-appointed as Auditors at the 2015 AGM.

2.1.2 The Company has been in discussion with EY on the proposed professional fees for audit services in respect of FY 2015 to be provided by EY and was not able to reach a mutual agreement on the quantum of professional fees. EY had quoted audit fees for the financial year ended 31 December 2015 which would result in a substantial increase from the audit fees paid in the previous year. The aggregate audit fees proposed by the Joint Auditors for the financial year ended 31 December 2015 includes a physical visit to Bohai Bank to verify the bank balance of the Group's accounts. Although verification of the Group's bank balances is a routine audit procedure the verification of the bank balance with Bohai Bank had been included in the agreed upon procedure report prepared by EY (published in the profit guidance announcement on 18 September 2015). The visit to Bohai Bank is in furtherance of the directions of the Audit Committee to the Company's external auditors (as published in the second quarter 2015 results announcement on 18 September 2015 and third quarter 2015 results announcements on 13 November 2015) to pay more attention to the verification of account balance in relation to the financial year end results announcement.

2.1.3 As part of the Company's ongoing efforts to manage its overall business costs and expenses amidst the challenging business climate, the Directors are of the view that it would be appropriate and timely to effect a change of the auditors. The Directors believe that a change of auditors will allow the Company to save approximately 48.4% in audit fees based on the proposed audit fees for the financial year ended 31 December 2015 and may enable the Company to benefit from fresh perspectives and the views of another professional audit firm and further enhance the value of the audit.

Following an evaluation of several proposals by the Audit Committee, the Board would like to propose that the Joint Auditors be appointed to act jointly as the new auditors in place of EY.

2.1.4 The Joint Auditors will jointly conduct the audit of the Group including making a visit to Bohai Bank to verify the Group's bank balance. The Joint Auditors will take joint and several responsibility over the auditing requirements of the Company and are under a statutory responsibility to report to Shareholders whether financial statements of the Company give a true and fair view or otherwise. The Joint Auditors will conduct the audit of the consolidated financial statements of the Company in accordance with the Singapore Standards on Auditing as well as the International Standards on Auditing issued by the International Auditing and Assurances Standards Board to form an opinion on whether the consolidated financial statements give a true and fair view or otherwise.

2.1.5 The Joint Auditors have agreed that they will comply with the Audit Guidance Statement, AGS 10, as issued by the Institute of Singapore Chartered Accountants in December 2012, as follows:

(a) under AGS 10, paragraph 3, the joint audit arrangements shall be at the Company level as well as at the level of the Subsidiaries;

(b) under AGS 10, paragraph 13, the Joint Auditors shall agree in writing on the distribution of work to be performed between them - ensuring that the respective work allocation covers all the audited entity's significant components of the financial statements and dividing the work in terms of business units, subsidiaries, geographical locations, or items of assets and liabilities or income and expenditure;

(c) under AGS 10 paragraph 25, the Joint Auditors shall jointly analyse the significant risk areas of the financial statements and determine the scope and extent of the cross review to be performed on their respective audit work. The review includes evaluating:

(i) Whether audit procedures, as determined and agreed during the planning stage, to be performed by them respectively, have been done;

(ii) Whether sufficient appropriate audit evidence has been obtained from the audit procedures performed, on which to base the audit opinion; and

(iii) Whether their respective conclusions are generally appropriate and consistent.

(d) under AGS 10, paragraph 26, the Joint Auditors will evaluate each other's work. When one of them ("the first mentioned joint auditor") evaluates and concludes that the work of the other is insufficient, the first mentioned joint auditor will highlight it to the other joint auditor and make arrangements to perform work as appropriate. If the other joint auditor disagrees that these additional procedures are necessary, the first mentioned joint auditor will perform these additional procedures to obtain sufficient appropriate audit evidence to form an opinion on the financial statements since the first mentioned joint auditor is jointly and severally responsible for the audit.

2.1.6 The scope of audit services to be provided by the Joint Auditors will be comparable to the services currently provided by EY. Subject to the approval by Shareholders of the Proposed Change of Auditors, the Joint Auditors will be engaged to audit the accounts of the Company as well as the Company's Subsidiaries. The Directors are of the view that the Company complies with Rule 712 and Rule 715 of the Listing Manual in relation to the proposed appointment of the Joint Auditors as the new Auditors.

2.1.7 In this regard and at the request of the Company, EY has given notice of their resignation as the Auditors on 12 January 2016. The Joint Auditors have, on 4 February 2016, given their written consent to act as the auditors of the Company, subject to the approval of Shareholders at the SGM.

The appointment of the Joint Auditors in place of EY as the new Auditors for FY 2015 will take effect upon and subject to obtaining the approval of the Shareholders at the SGM.

**2.2 Information on the Joint Auditors**

2.2.1 Founded in 1968, FKT provides holistic one-stop business and advisory solutions to discerning clients. Today, Foo Kon Tan is the brand name under which FKT, Chartered Accountants of Singapore and its associated companies provide a full range of assurance, tax and advisory services to help clients navigate the ever changing dynamics of the business and regulatory environments in domestic as well as global markets. FKT is a principal member of HLB International.

2.2.2 Mr Toh Kim Teck ("**Mr Toh**") is the engagement partner of FKT who will be assigned to the audit of the Group. He is an audit partner with more than 15 years' experience in the profession. He is responsible for co-ordinating audits and other related services including due diligence to a diverse portfolio of clients, including listed companies and privately held businesses. Mr Toh's extensive expertise in this area includes Sarbanes-Oxley Act audits and quarterly US GAAP review engagements and statutory audits of foreign entities in the Asia Pacific region.

Prior to joining the firm in 2009, Mr Toh was with KPMG for more than 12 years. He was seconded to the Silicon Valley of KPMG LLP on an international rotation programme from September 2000 to March 2002. Mr Toh specialises in the audit of computer software and high-technology companies with regional and global presence. He has worked on the US public offering of a Singapore based semiconductor company. His extensive experience covers a wide spectrum of business activities with overseas reporting requirements. His portfolio of some of the listed audit clients, past and present, include the following:

- Lorenzo International Limited
- Passion Holdings Limited
- Roxy-Pacific Holdings Limited
- Xpress Holdings Ltd
- Goodland Group Limited

2.2.3 Mr Ho Teik Tiong ("**Mr Ho**") has more than 20 years of experience in the professional practice assisting clients in the public and private sectors and MNCs to achieve their growth strategies. Mr Ho also helped clients within the auditing profession to implement quality control policies and procedures under the SSQC 1 framework. His wealth of experience included four years as a reviewer and regulator in the Practice Monitoring Programme with Singapore's Accounting and Corporate Regulatory Authority. Mr Ho will report to Mr Toh as the manager in charge of the audit of FY 2015.

2.2.4 HICL is a firm of Chartered Accountants and Certified Public Accountants which can trace its origins back 60 years in Hong Kong and over 200 years in United Kingdom. With clients drawn from all sectors of the business community in both Hong Kong and the People's Republic of China, HICL combines vast experience together with an extensive range of audit, assurance, accounting and consultancy services. At present, HICL has over 300 staff in Hong Kong with a majority of them being professional consultants, advisors, certified public accountants and chartered accountants. HICL is a member of HLB International.

2.2.5 Mr Alex Hon ("**Mr Hon**") is the engagement director of HICL who will be assigned to the audit of the Group. Mr Hon is a practicing member of The Hong Kong Institute of Certified Public Accountants and is a Chartered Accountant. Mr Hon heads the China service in the firm. He has more than 15 years' audit, consulting, commercial financial control and accounting experience, including more than 15 years in international accounting firms. Mr Hon has extensive experience in the auditing of listed companies and multinationals in Hong Kong and cross-border initial public offering, due diligence and merger and acquisitions projects. In relation to the industries with food as the principal activity, Mr Hon was the reporting accountant for the initial public offering of shares of China Putian Food Holding Limited, Huisheng International Holdings Limited and Sumpo Food Holdings Limited. Mr Hon is the present auditor of China Culiangwang Beverages Holdings Limited.

2.2.6 HICL and FKT were the joint auditors in the annual audit of China Flexible Packaging Holdings Limited. Mr Hon was the engagement director for the financial years ended 31 October 2011 to 31 October 2014 while Mr Toh was the engagement partner for the financial year ended 31 October 2011.

**2.3 Requirements under Bermuda law**

2.3.1 Section 89(3) of the Bermuda Companies Act provides that a person, other than an incumbent auditor, shall not be capable of being appointed auditor at a general meeting of a company unless notice in writing of an intention to nominate that person to the office of auditor has been given not less than 21 days before the general meeting; and the company shall send a copy of any such notice to the incumbent auditor, and shall give notice thereof to the members of the company, either by advertisement in an appointed newspaper in Bermuda or in any other mode provided by the bye-laws of the company, not less than 7 days before the general meeting. However, the foregoing requirements may be waived by a written notice from the incumbent auditor to the secretary of the company.

The Company has received from the incumbent auditor, EY, a letter dated 14 January 2016 waiving compliance with the aforesaid requirements of Section 89(3) of the Bermuda Companies Act.

2.3.2 Further, Section 89(3A) of the Bermuda Companies Act provides that no person shall accept appointment or consent to be appointed as auditor of a Bermuda company if he/it is replacing an auditor who/which has resigned, been removed or whose term of office has expired or is about to expire, or who/which has vacated office, until he/it has requested and received from that incumbent auditor a written statement of the circumstances and the reasons why, in that auditor's opinion, he/it is to be replaced.

The proposed new auditors, HICL and FKT, had jointly issued a letter dated 12 January 2016 to the incumbent auditors, EY in accordance with Section 89(3A) of the Bermuda Companies Act, and had on 14 January 2016 received from EY the written statement as requested.

### 2.4 Confirmation pursuant to Rule 1203(5) of the Listing Manual

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 Joint Auditors should not accept appointment as the new 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 this Circular;

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

(e) the Board and the Audit Committee, confirm that it is in compliance with Rule 712 and Rule 715 of the Listing Manual in relation to the appointment of the Joint Auditors as the auditors.

### 2.5 Opinion of the Audit Committee

The Audit Committee has reviewed and deliberated on the Proposed Change of Auditors, and after taking into consideration the suitability of the Joint Auditors and compliance with the Listing Manual, has recommended the Proposed Change of Auditors to the Board.

### 2.6 Opinion of the Directors

The Directors, having taken into account the Audit Committee's recommendation, and after taking into account, *inter alia*, the adequacy of the resources and experience of the Joint Auditors and the audit engagement partners assigned to the audit, the Joint Auditors' other audit engagements, the size and complexity of the Group and the number and experience of supervisory and professional staff to be assigned to the audit of the Group, are of the opinion that the Joint Auditors have the relevant experience and expertise to meet the audit requirements of the Group and Rule 712 of the Listing Manual will be complied with.

The Directors confirm that following the appointment of the Joint Auditors as the new Auditors, the auditors for the Company's Subsidiaries, will also be changed to the Joint Auditors in compliance with Rule 715 of the Listing Manual.

## 3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS IN THE PROPOSED CHANGE OF AUDITORS

Other than through their respective shareholdings in the Company, none of the Directors, or as far as the Company is aware, the Substantial Shareholders, have any interest, direct or indirect, in the Proposed Change of Auditors.

## 4. DIRECTORS' RECOMMENDATION

Having considered the rationale and benefit of the Proposed Change of Auditors, the Audit Committee's statement and having reviewed, inter alia, the adequacy of the resources and experience of the Joint Auditors, the Directors are of the opinion that the Proposed Change of Auditors is in the best interest of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the Proposed Change of Auditors at the SGM.

## 5. SPECIAL GENERAL MEETING

The SGM, notice of which is set out on page 12 of this Circular, will be held at 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 ordinary resolution set out therein relating to the Proposed Change of Auditors.

## 6. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholder (other than CDP) holding two or more Shares who is entitled to attend and vote at general meetings of the Company but is unable to attend the SGM personally may appoint not more than two proxies to attend and vote at the SGM on his behalf. Such a Shareholder should complete, sign and return the Member Proxy Form attached to the notice of the SGM in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach 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 fixed for the SGM**.

The completion and return of the Member Proxy Form by a Shareholder will not prevent him from attending and voting in person at the SGM if he subsequently wishes to do so. However, any appointment of a proxy or proxies by such Shareholder shall be deemed to be revoked if the Shareholder attends the SGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the proxy form to the SGM.

A Depositor shall not be regarded as a member of the Company entitled to attend the SGM and to speak and vote thereat. A Depositor whose name appears on the Depository Register at a time **not earlier than 48 hours before the time fixed for the SGM** may attend and vote at the SGM as CDP's proxy. Such a Depositor who is a natural person need not complete and submit the attached Depositor Proxy Form if he is attending the SGM in person. However, if he is unable to attend the SGM in person but wishes to be represented at the SGM, he may nominate another person or persons ("**Nominee**") as CDP's proxy by completing, signing and returning the Depositor Proxy Form attached to the notice of the SGM in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach 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 fixed for the SGM**. Such a Depositor which is not a natural person and which wish to be represented at the SGM is requested to appoint a Nominee to attend and vote at the SGM as CDP's proxy, by completing, signing and returning the Depositor Proxy Form attached to the notice of the SGM in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach 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 fixed for the SGM**.

## 7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors, the Company and its Subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

## 8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the office of Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, during normal business hours on any weekday (except public holidays) up to and including the date of the SGM:

(a) Memorandum of association and bye-laws of the Company for the time being;

(b) the letter from EY dated 12 January 2016, setting out their resignation as Auditors;

(c) the letter from EY to the Joint Auditors dated 14 January 2016, setting out, in their view, the circumstances and reasons for their replacement as Auditors;

(d) the professional clearance letter issued by EY to the Joint Auditors dated 14 January 2016; and

(e) the letter from HICL and FKT dated 4 February 2016, setting out their consent to act as the new Auditors.

Yours faithfully

For and on behalf of the Board of Directors of
**UNITED FOOD HOLDINGS LIMITED**

**David Yip Wai Sun**
Chairman

# UNITED FOOD HOLDINGS LIMITED

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

**NOTICE IS HEREBY GIVEN** that a special general meeting 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 EY as auditors of the Company be and is hereby noted and that HICL and 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 this Circular;

d) the specific reasons for the Proposed Change of Auditors are as disclosed in Section 2.1 of this 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.

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Tel: (65) 63278398