

LONGCHEER HOLDINGS LIMITED

(Incorporated in Bermuda)
(Company Registration No. 35673)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting (“SGM”) of Longcheer Holdings Limited (“Company”) will be held at Room Anson III, Level 2, M Hotel, 81 Anson Road, Singapore 079908 on 15 August 2014 at 10:30 a.m., for the purpose of considering and, if thought fit, passing (with or without modifications) the following Ordinary Resolutions:

All capitalised terms in the Ordinary Resolutions below shall, unless otherwise defined herein, have the same meanings as used in the Circular dated 31 July 2014 to the shareholders of the Company (“Circular”).

Shareholders should note that Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3 below are inter-conditional. As such, if any one of the Ordinary Resolutions is not passed, none of the Ordinary Resolutions would be carried.

ORDINARY RESOLUTIONS:

1. SHAREHOLDERS’ APPROVAL FOR THE PROPOSED DISPOSAL

That contingent upon the passing of the Transaction Resolutions (other than this Ordinary Resolution):

- (a) the proposed disposal by the Company of the entire issued and paid-up share capital of Mobell Technology Pte. Ltd. (“**Proposed Disposal**”) on the terms and subject to the conditions contained in the sale and purchase agreement entered into between the Company and the Purchaser (as set out in the Circular) (“**Agreement**”), being an interested person transaction and a major transaction for the purposes of Chapter 9 and Chapter 10 of the Listing Manual respectively, be and is hereby approved and confirmed and ratified; and
- (b) the directors of the Company (“**Directors**”) and each of them be and are/is hereby authorised to complete and do all such acts and things (including but not limited to the execution of all such agreements and documents as may be required) as they/he/she may consider necessary, desirable or expedient or in the interests of the Company to give effect to the transactions contemplated by the Agreement and this Ordinary Resolution as they or he may deem fit.

2. SHAREHOLDERS’ APPROVAL FOR THE PROPOSED SPECIAL DIVIDENDS

That contingent upon the passing of the Transaction Resolutions (other than this Ordinary Resolution):

- (a) a special one-tier tax-exempt dividend be and is hereby approved and declared in the amount of RMB200 million (equivalent to 11.39 cents per Share in the Company, based on the Agreed Exchange Rate) (the “**Proposed First Special Dividend**”), for distribution to the Shareholders whose names appear on the register of members of the Company on the record date to be fixed by the Directors and that the Proposed First Special Dividend be and is hereby paid on such date as may be determined by the Directors; and
- (b) the Directors and each of them be and are/is hereby authorised to complete and do all such acts and things (including but not limited to the execution of all such agreements and documents as may be required) as they/he/she may consider necessary, desirable or expedient or in the interests of the Company to give effect to this Ordinary Resolution as they or he may deem fit.

3. SHAREHOLDERS’ APPROVAL FOR THE PROPOSED SPECIAL DIVIDENDS

That contingent upon the passing of the Transaction Resolutions (other than this Ordinary Resolution):

- (a) a special one-tier tax-exempt dividend be and is hereby approved and declared in the amount of RMB250 million (equivalent to 14.23 cents per Share in the Company, based on the Agreed Exchange Rate) (“**Proposed Second Special Dividend**”) for distribution to the Shareholders whose names appear on the register of members of the Company on the record date to be fixed by the Directors and that the Proposed Second Special Dividend be paid on such date as may be determined by the Directors; and
- (b) the Directors and each of them be and are/is hereby authorised to complete and do all such acts and things (including but not limited to the execution of all such agreements and documents as may be required) as they/he/she may consider necessary, desirable or expedient or in the interests of the Company to give effect to this Ordinary Resolution as they or he may deem fit.

BY ORDER OF THE BOARD

See Yen Tarn
Independent Director and Audit Committee Chairman
31 July 2014

Notes:

Unless The Central Depository (Pte) Limited (“**CDP**”) specifies otherwise in a written notice to the Company, CDP shall be deemed to have appointed as CDP’s proxies to vote on behalf of CDP at the SGM each of the Depositors who are individuals and whose names are shown in CDP’s records as at a time not earlier than 48 hours prior to the time of the SGM. Therefore, Depositors who are individuals can attend and vote at the SGM without the lodgement of any Depositor Proxy Form (as defined below).

Such a Depositor registered and holding Shares through CDP who is an individual but is unable to attend the SGM personally and wishes to appoint a nominee to attend and vote on his/her behalf as CDP’s proxy must complete, sign and return the proxy form which is despatched together with this Circular (“**Depositor Proxy Form**”) completed by CDP in accordance with the instructions printed thereon and deposit the duly completed Depositor Proxy Form at the office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for holding the SGM. Similarly, a Depositor who is a corporation and who wishes to attend the SGM must submit the Depositor Proxy Form for the appointment of nominees(s) to attend and vote at the SGM on its behalf as CDP’s proxy.

If a Shareholder who is not a Depositor is unable to attend the SGM and wishes to appoint a proxy to attend and vote at the SGM in his stead, then he should complete and sign the proxy form despatched to Shareholders who are not Depositors (“**Shareholder Proxy Form**”) and deposit the duly completed Shareholder Proxy Form at the office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for holding the SGM. Such proxy need not be a member of the Company.

To be effective, the Depositor Proxy Form or the Shareholder Proxy Form must be deposited by a Depositor or a Shareholder (as the case may be) at the office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, no later than 10.30 a.m. on 13 August 2014.

The completion and return of the Depositor Proxy Form or the Shareholder Proxy Form by a Depositor or a Shareholder, as the case may be, will not prevent him from attending and voting in person at the SGM if he wishes to do so, in place of his/her/its nominee or proxy, as the case may be.