



HLH GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199905292D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the shareholders (the "Shareholders") of HLH GROUP LIMITED (the "Company") will be held at Windows East Level 20, Four Seasons Hotel, 190 Orchard Boulevard Singapore 248646 on 30 April 2018 at 3 p.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

Please note that unless otherwise defined, all capitalized terms used in this Notice bear the same meanings as ascribed to them in the Company's circular to Shareholders dated 7 April 2018 (the "Circular") (copies of which have been made available to Shareholders at the following website: http://www.sgx.com/wps/portal/sgxweb/home/company_disclosure/company_announcements).

AS ORDINARY RESOLUTIONS

1. PROPOSED SHARE CONSOLIDATION

THAT:

- the proposed consolidation of every thirty (30) Shares as at the Books Closure Date, into one (1) Consolidated Share with effect from a date to be fixed by the Directors of the Company in the manner set out in the Circular be and is hereby approved;
- any fractions of Consolidated Shares arising from the proposed Share Consolidation shall be disregarded. All fractional entitlements arising from the implementation of the proposed Share Consolidation shall be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (i) disregarding, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company;
- the Directors and each of them be hereby authorized to fix the Books Closure Date and the Effective Trading Date in their absolute discretion as they deem fit; and
- the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required, approving any amendments, alterations or modifications to any documents, and to sign, file, and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may in their/his absolute discretion consider expedient or necessary to give effect to the Proposed Share Consolidation and/or this Resolution.

2. PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

THAT:

- for the purposes of the Listing Manual, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire from time to time the Shares (excluding treasury shares) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - on-market purchases transacted on the SGX-ST through the ready market, and through one or more duly licensed stockbrokers appointed by the Company for the purpose (each, a "Market Purchase"); and/or
 - off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme as may be determined or formulated by the Directors as they may consider fit and in the best interests of the Company, which scheme shall satisfy all the conditions prescribed by the Listing Manual (each, an "Off-Market Purchase"),

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act (Chapter 50 of Singapore) (as modified, supplemented or amended from time to time) and the 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 Purchase Mandate");

- unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
 - the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier;
 - the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
 - the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in general meeting;
- in this Ordinary Resolution:

"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) Market Days ("Market Day" being a day on which SGX-ST is open for securities trading) on which the Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporation action that occurs after the relevant five-day period;

"date of the making of the offer" means the date on which the Company makes an offer for the purchase or acquisition of Shares from holder of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares; and

"Prescribed Limit" means that number of issued Shares representing ten per cent. (10%) of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date);

- the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may in their/his absolute discretion consider expedient or necessary to give effect to the proposed renewal of the Share Purchase Mandate and/or authorised by this Resolution.

AS SPECIAL RESOLUTION

3. PROPOSED CHANGE OF NAME OF THE COMPANY FROM "HLH GROUP LIMITED" TO "HONG LAI HUAT GROUP LIMITED"

THAT:

- the name of the Company be changed from "HLH Group Limited" to "Hong Lai Huat Group Limited" and that the name "Hong Lai Huat Group Limited" be substituted for "HLH Group Limited" whenever the latter name appears in the Constitution of the Company; and
- the Directors and any of them 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 necessary, desirable or expedient to give effect to this resolution as they or he may deem fit.

BY ORDER OF THE BOARD

Helen Campos
Company Secretary
Singapore
7 April 2018

IMPORTANT: PLEASE READ NOTES

Notes:

- A member of the Company entitled to attend and vote at the Extraordinary General Meeting ("EGM") is entitled to appoint any number of proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- Where a member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion or percentage is specified, the first named proxy shall be deemed to represent 100% of the shareholding and the second/other named proxy/proxies shall be deemed to be an alternate to the first named.
- A corporation which is a member may authorize by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM in accordance with Section 179 of the Companies Act.
- The instrument appointing a proxy or proxies (together with the power of attorney (if any) under which it is signed or a certified copy thereof), duly executed, must be deposited at the Registered Office of the Company at D'Kranji Farm Resort, 10 Neo Tiew Lane 2, Singapore 718813 not less than forty-eight (48) hours before the time set for the Meeting or any postponement or adjournment thereof.
- The instrument appointing a proxy or proxies must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer.
- A Depositor's name must appear on the Depository Register maintained by the CDP at least seventy-two (72) hours before the time appointed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

General:

The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the Shareholder, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register maintained by the CDP at least seventy-two (72) hours before the time appointed for holding the EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) or representative to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company:

- consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies or representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) or representative(s) to the Company (or its agents or service providers), the Shareholder has obtained the prior consent of such proxy(ies) or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) or representative(s) for the Purposes; and
- agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.