



UNITED FOOD HOLDINGS LIMITED

聯合食品控股有限公司

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

(Company Registration Number: 28925)

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 Room 602, Level 6, RELC International Hotel, 30 Orange Grove Road, Singapore 258352 on 29 March 2018 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution as an ordinary resolution:

*All capitalised 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 14 March 2018 to the Shareholders of the Company (the “**Circular**”).*

AS ORDINARY RESOLUTION

RESOLUTION: THE PROPOSED DISPOSAL OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF POST-ANTE TRADING LIMITED AS A MAJOR TRANSACTION

That approval be and is hereby given for:

- (a) the disposal of 100% of the issued and paid-up share capital of Post-Ante Trading Limited for an aggregate consideration of RMB75,000,000 which shall be satisfied by (i) a refundable cash deposit of RMB20,000,000; (ii) a cash consideration of RMB40,000,000 and (iii) a further cash amount of RMB15,000,000 payable to the Company at any time during the six month period commencing from the completion date of the Proposed Disposal (as defined herein), subject to the terms and conditions of the sale and purchase agreement dated 24 November 2017 as entered into between Financial Services Company for Innovative Industry in China Limited (the “**Purchaser**”) and the Company (the “**Vendor**”) (the “**SPA**”) (the “**Proposed Disposal**”); and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and to do all acts and things as they and/or each of them may consider desirable, necessary or expedient for the purposes of or in connection with the Proposed Disposal and to give effect to this resolution (including any amendment to the SPA, execution of any other agreements or documents and procurement of third party consents as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company).

By Order of the Board

United Food Holdings Limited

Yoo Loo Ping
Chiang Wai Ming
Joint Company Secretaries
14 March 2018

IMPORTANT: Please read notes below.

Notes:

1. A depositor holding Shares through The Central Depository (Pte) Limited (“**Depositor**”) who is an individual and who wishes to attend the SGM in person need not take any further action and can attend and vote at the SGM as The Central Depository (Pte) Limited’s proxy without the lodgement of any proxy form.
2. A Depositor who is an individual but is unable to attend the SGM personally and wishes to appoint a nominee as The Central Depository (Pte) Limited’s proxy to attend and vote on his behalf, must complete, sign and return the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the office of the 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 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 nominee(s) to attend and vote at the SGM on its behalf.
3. If a member with Shares registered in his name in the Register of Members is unable to attend the SGM and wishes to appoint a proxy to attend and vote at the SGM in his stead, he should complete and sign the relevant Member Proxy Form and deposit the duly completed Member Proxy Form at the office of the 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 appointed for holding the SGM.
4. If a person who has Shares entered against his name in the Depository Register and Shares registered in his name in the Register of Members is unable to attend the SGM and wishes to be represented at the SGM, he should use the Depositor Proxy Form and the Member Proxy Form, respectively, for the Shares entered against his name in the Depository Register and Shares registered in his name in the Register of Members.
5. If the member or Depositor is a corporation, the proxy form must be executed under seal or the hand of its duly authorised officer or attorney.
6. All proxy forms must be deposited at the 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 appointed for holding the SGM.
7. A proxy need not be a member.

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 or a Depositor, as the case may be (i) consents to the collection, use and disclosure of the member or Depositor’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 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member or a Depositor discloses the personal data of the member or Depositor’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member or Depositor 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member or Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member or Depositor’s breach of warranty.