

## NOTICE OF SPECIAL GENERAL MEETING

*Unless otherwise defined or the context otherwise requires, all capitalized terms herein shall bear the meanings given in the circular dated 4 July 2016 issued by the Company (the "Circular")*

**NOTICE IS HEREBY GIVEN** that a special general meeting (the "SGM") of the shareholders (the "Shareholders") of OKH Global Ltd. (the "Company") will be held at 9.30 a.m. on 29 July 2016 at Meeting Room, Stamford 2,3 (Level 1), Raffles Country Club, 450 Jalan Ahmad Ibrahim, Singapore 639932 for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions:

### ORDINARY RESOLUTION 1: THE PROPOSED SUBSCRIPTION

That subject to and conditional upon the passing of Ordinary Resolution 2 (The Whitewash Resolution) and the Special Resolution (The Capital Reorganisation):

- (a) approval be and is hereby given for the Company to enter into the Subscription Agreement dated 5 April 2016 (the "Subscription Agreement") with Haiyi Holdings Pte. Ltd. (the "Subscriber") in connection with the allotment and issue of 500,000,000 new ordinary shares in the capital of the Company (the "Subscription Shares") at an issue price of S\$0.10 per Subscription Share (the "Subscription Price"), and the execution of the Subscription Agreement by the Company be and is hereby ratified, confirmed and approved;
- (b) the Directors be and are hereby authorised and empowered to allot and issue the Subscription Shares at the Subscription Price on and subject to the terms and conditions of the Subscription Agreement (the "Proposed Subscription");
- (c) pursuant to Rule 811(3) of the SGX Mainboard Rules, approval be and is hereby given for the issue and allotment of the Subscription Shares at the Subscription Price, which is at a discount greater than 10% to the weighted average price for trades done on the of the Singapore Exchange Securities Trading Limited ("SGX-ST") on the preceding full market day up to the time on which the Subscription Agreement was signed;
- (d) pursuant to Rule 803 of the SGX Mainboard Rules, approval be and is hereby given for the transfer of a controlling interest in the Company arising from the allotment and issue of the Subscription Shares; and
- (e) the Directors and each of them be and are hereby authorised to do all acts and things (including without limitation, executing all such documents as may be required in connection with the Subscription) as they may deem desirable, necessary or expedient to give effect to this Ordinary Resolution 1 as they or he may in their or his absolute discretion deem fit in the best interests of the Company.

### ORDINARY RESOLUTION 2: THE WHITEWASH RESOLUTION

That subject to the SIC Conditions in the letter from the SIC dated 23 May 2016 being fulfilled, the Independent Shareholders do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a Mandatory Offer from the Subscriber and its concert parties, for all the Shares not already owned or controlled by the Subscriber and its concert parties, as a result of or in connection with the Proposed Subscription.

### SPECIAL RESOLUTION: THE CAPITAL REORGANISATION

That:

- (a) with effect from 29 July 2016 or such other date as the Directors of the Company may determine in accordance with the Bermuda Act (the "Effective Date"):
  - (i) the issued and paid-up share capital of the Company be reduced by cancelling the paid-up share capital of the Company to the extent of US\$0.15 on each of the Shares with a par value of US\$0.16 in issue on the Effective Date (the "Capital Reduction") so that each issued Share with a par value of US\$0.16 shall be treated as one (1) fully paid-up Share with a par value of US\$0.01 as at the Effective Date and any liability of the holder of such Shares to make any further contribution to the share capital of the Company on each such Share shall be treated as satisfied;
  - (ii) subject to and forthwith upon the Capital Reduction taking effect, all the authorised but unissued Shares with a par value of US\$0.16 each in the share capital of the Company (which shall include the authorised but unissued Shares resulting from the Capital Reduction) be cancelled and the authorised share capital of the Company of US\$500,000,000 be diminished by such amount representing the amount of Shares so cancelled, and forthwith upon such cancellation, the authorised share capital of the Company be increased to US\$500,000,000 by the creation of such number of Shares with a par value of US\$0.01 each as shall represent the difference between 50,000,000,000 Shares with a par value of US\$0.01 each and the number of Shares with a par value of US\$0.01 in issue after the Capital Reduction;
  - (iii) subject to and forthwith upon the Capital Reduction taking effect, the Directors of the Company be and are hereby authorised to transfer of the credit arising from the Capital Reduction to the contributed surplus account of the Company which may be utilised in such manner as may be determined by the Board and permitted by applicable law ((i), (ii) and (iii), collectively referred to as the "Capital Reorganisation"); and
- (b) the Directors of the Company (or any one of them) be and are hereby authorised to take any and all steps, and to do and/or procure to be done any and all acts and things, and to approve sign and execute any documents which they in their absolute discretion consider to be necessary, desirable or expedient to implement and carry into effect this special resolution and to exercise such discretion in connection with, relating to or arising from the Capital Reorganisation and/or the matters contemplated herein, with such modifications thereto (if any) as they or he may from time to time consider necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Capital Reorganisation.

**THE RESOLUTION FOR THE PROPOSED SUBSCRIPTION IS CONDITIONAL UPON THE CAPITAL REORGANISATION AND WHITEWASH RESOLUTION BEING APPROVED. SHAREHOLDERS SHOULD NOTE THAT THE PROPOSED SUBSCRIPTION WILL NOT BE APPROVED UNLESS THE CAPITAL REORGANISATION AND WHITEWASH RESOLUTION ARE APPROVED.**

BY ORDER OF THE BOARD

**OKH Global Ltd.**

CHEW KOK LIANG

Company Secretary

4 July 2016

#### Notes:

1. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one proxy or two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. The Shareholder Proxy Form must be deposited at the office of the Company's Singapore Share Transfer Agent, RHT Corporate Advisory Pte. Ltd., at Six Battery Road, #10-01, Singapore 049909 not less than 48 hours before the time appointed for holding the Special General Meeting.
3. A depositor registered and holding shares through The Central Depository (Pte) Limited who/which is (i) an individual but is unable to attend the Special General Meeting personally and wishes to appoint nominee/nominees to attend and vote; or (ii) a corporation, must complete, sign and return the Depository Proxy Form and deposit the duly completed Depositor Proxy Form at the office of the Company's Singapore Share Transfer Agent, RHT Corporate Advisory Pte. Ltd. at 6 Battery Road #10-01 Singapore 049909 not less than 48 hours before the time appointed for holding the Special General Meeting.
4. If a shareholder 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 Special General Meeting and wishes to appoint proxy/proxies, he should complete and sign the Depositor Proxy Form and the Shareholder 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. The Shareholder Proxy Form must be under the hand of 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 any officer or attorney duly authorised.
6. **PERSONAL DATA PRIVACY**  
Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Special General Meeting 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 Special General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Special General Meeting (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.
7. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Special General Meeting dated 4 July 2016.