

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of LONGCHEER HOLDINGS LIMITED (the "Company") will be held at Courtyard 02, Oasia Hotel, 8 Sinaran Drive, Singapore 307470, on Thursday, 30 October 2014 at 10:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Accounts of the Company for the financial year ended 30 June 2014 together with the Independent Joint Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Directors retiring pursuant to Bye-law 86(1) of the Company's Bye-laws:
Mr. Deng Hua **(Resolution 2)**
Mr. Tao Qiang **(Resolution 3)**
Mr. Tao will, upon re-election as a Director of the Company, remain as a member of the Remuneration Committee.
- To approve the payment of Directors' fees of S\$188,000 for the financial year ended 30 June 2014 (2013: S\$188,000). **(Resolution 4)**
 - To approve the payment of additional Directors' fees of S\$188,000 for the financial year ended 30 June 2014. See Explanatory Note (i) **(Resolution 5)**
- To approve the payment of Directors' fees of S\$188,000 for the financial year ending 30 June 2015, to be paid quarterly in arrears (2014: S\$188,000). **(Resolution 6)**
- To re-appoint BDO Limited, Certified Public Accountants, and BDO LLP, Public Accountants and Chartered Accountants as the Company's Joint Auditors to act jointly and severally and to authorise the Directors to fix their remuneration. **(Resolution 7)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

7. Share Issue Mandate

- That, authority be and is hereby given to the Directors of the Company at any time to:
 - issue shares in the capital of the Company (the "Shares" whether by way of rights, bonus or otherwise); and/or
 - make or grant offers, agreements or options (collectively, the "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares; and
 - issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while the authority under this Resolution was in force, provided always that:
 - the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the Company's issued share capital (excluding treasury shares) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the issued share capital (excluding treasury shares) of the Company (as calculated in accordance with sub-paragraph (ii) below),
 - subject to such manner of calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of issued share capital (excluding treasury shares) shall be based on the issued share capital (excluding treasury shares) of the Company as at the time this Resolution is passed, after adjusting for:
 - new Shares arising from the conversion or exercise of any convertible securities; or
 - new Shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, and
 - any subsequent bonus issue, consolidation or subdivision of Shares, and
 - exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-Laws for the time being of the Company; and
 - (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

See Explanatory Note (ii)

(Resolution 8)

8. Authority to allot and issue Shares under the Longcheer Share Option Scheme and the Longcheer Share Award Plan

That pursuant to The Companies Act 1981 of Bermuda ("Companies Act of Bermuda"), as amended or modified from time to time, authority be and is hereby given to the Directors to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the Longcheer Share Option Scheme ("SOS") and/or the vesting of awards under the Longcheer Share Award Plan ("Plan") respectively, provided that the aggregate number of shares to be issued pursuant to the SOS and the Plan does not exceed 10% of the issued share capital (excluding treasury shares) in the capital of the Company.

See Explanatory Note (iii)

(Resolution 9)

By Order of the Board

Claudia Teo
Company Secretary

Singapore, 14 October 2014

Explanatory Notes to Resolutions to be passed –

- The Ordinary Resolution 5 proposed in item 3(b) above, is to approve the payment of additional Directors' fees of S\$188,000 for the year ended 30 June 2014. Subject to the shareholders' approval, the additional directors' fees will be paid to the Non-Executive Directors for their participation in the additional Board and Board Committees meetings held in relation to the proposed disposal of Mobell Technology Pte. Ltd. and the proposed declaration of two special one-tier tax-exempt dividends.
- The Ordinary Resolution 8 proposed in item 7 above, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in General Meeting, whichever is the earlier, to allot and issue Shares and convertible securities in the Company. The number of Shares and convertible securities that the Directors may allot and issue under this resolution would not exceed 50% of the issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this resolution. For issue of Shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed 20% of the issued shares (excluding treasury shares) in the capital of the Company.
For the purpose of this resolution, the percentage of issued share capital (excluding treasury shares) is based on the Company's issued share capital (excluding treasury shares) at the time this proposed Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.
- The Ordinary Resolution 9 proposed in item 8 above, if passed, will empower the Directors of the Company, to allot and issue Shares in the Company of up to a number not exceeding in total 10% of the issued shares (excluding treasury shares) in the capital of the Company from time to time pursuant to the exercise of the options under the SOS and the vesting of the awards under the SAP.

NOTES:

- A Shareholder being a Depositor whose name appears in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50 of Singapore) is entitled to appoint a proxy to attend and vote in his/ her stead. A proxy need not be a Member of the Company.
- If a Depositor wishes to appoint a proxy/proxies to attend the Meeting, then he/she must complete and deposit the Depositor Proxy Form at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623, at least 48 hours before the time of the Meeting.
- If the Depositor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual 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"), (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 or service providers), 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 or service providers) 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.