

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a Special General Meeting (“**SGM**”) of Longcheer Holdings Limited (“**Company**”) will be held at Courtyard 03, Oasia Hotel, 8 Sinaran Drive, Singapore 307470 on 26 September 2016 at 10:30 a.m. , for the purpose of considering and, if thought fit, passing (with or without modifications, as applicable) the following resolutions:

*All capitalised terms in the Ordinary Resolution and Special Resolution below and defined in the Circular dated 2 September 2016 to the shareholders of the Company (“**Circular**”) shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.*

### **SPECIAL RESOLUTION 1: THE PROPOSED CHANGE OF NAME**

That:

- (a) subject to the approval of the Registrar of Companies in Bermuda, the name of the Company be changed from “Longcheer Holdings Limited” to “LCT Holdings Limited” (the “**Name Change**”);
- (b) the Memorandum of Association and Bye-laws of the Company be amended by replacing all references made therein to “Longcheer Holdings Limited” with “LCT Holdings Limited” to reflect the Name Change (the “**Amendments**”); and
- (c) the Directors or any one of them be and is hereby authorised to complete and do all such acts and things (including to execute such documents and to make such filings with the Registrar of Companies in Bermuda to effect the aforesaid Name Change and the Amendments) as they/he/she may consider expedient, necessary, desirable, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Special Resolution.

### **ORDINARY RESOLUTION 1: THE PROPOSED DISPOSAL**

That:

- (a) the proposed disposal by the Company of 21.89% of the issued and paid-up share capital of Mentech Investment Limited (the “**Proposed Disposal**”) on the terms and subject to the conditions contained in the Agreement entered into between the Company and the Purchaser (as set out in the Circular to the Shareholders), being an interested person transaction and a major transaction for the purposes of Chapter 9 and Chapter 10 of the Listing Manual respectively, is hereby approved and confirmed; 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.

### **ORDINARY RESOLUTION 2: THE PROPOSED SPECIAL DIVIDEND**

That contingent upon the passing of the Ordinary Resolution 1, completion of the Proposed Disposal and the satisfaction of any applicable regulatory approvals and/or statutory requirements:

- (a) a special one-tier tax exempt dividend of S\$0.70 per Share be and is hereby approved and declared (the “**Proposed Special Dividend**”) for distribution to the Shareholders whose names appear on the register of members of the Company on the record date (the “**Books Closure Date**”) to be fixed by the Directors and that the Proposed Special Dividend be paid on a date to be determined by the Directors; and
- (b) the Directors and each of them be and 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 /he/she may deem fit.

**All capitalised terms used in this Notice which are not defined herein shall have the same meanings ascribed to them in the Circular.**

### **BY ORDER OF THE BOARD**

See Yen Tarn  
Independent Director and Audit Committee Chairman  
2 September 2016

### **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 this special general meeting (“**SGM**”) each of the Depositors who are individuals and whose names are shown in CDP’s records as at a time not earlier than forty-eight (48) hours prior to the time of the SGM. Therefore, such Depositors who are individuals can attend and vote at the SGM without the lodgement of any Depositor Proxy Form (as defined below).

However, if such a Depositor 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 to Depositors (“**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 forty-eight (48) hours before the time appointed for holding the SGM. Similarly, a Depositor which is a corporation and wishes to attend the SGM must complete, sign and 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 forty-eight (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 24 September 2016 .

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

### **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 (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 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 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.