

CIRCULAR DATED 28 APRIL 2017

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt in relation to the contents of this Circular or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Capitalised terms appearing but not defined on the cover of this Circular bear the same meanings as ascribed to them in the section entitled “Definitions” of this Circular.

If you have sold or transferred all your ordinary shares in the capital of LHN Limited (the “**Company**”) held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular to the purchaser or transferee as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your ordinary shares represented by physical share certificate(s), you should immediately forward this Circular together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “**Sponsor**”) for compliance with the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalyst. The Sponsor has not verified the contents of this Circular.

This Circular has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Mr. Thomas Lam, Associate Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.



(Company Registration Number 201420225D)
(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED CHANGE OF AUDITORS

Important Dates and Times

Last date and time for lodgement of Proxy Form	:	11 May 2017 at 10:00 a.m.
Date and time of Extraordinary General Meeting	:	13 May 2017 at 10:00 a.m.
Place of Extraordinary General Meeting	:	Six Battery Road #10-01 Singapore 049909

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires or otherwise stated:

“ACRA”	:	The Accounting and Corporate Regulatory Authority of Singapore
“Audit Committee”	:	The audit committee of the Company as at the date of this Circular, comprising Mr. Lee Gee Aik, Ms. Ch’ng Li-Ling and Mr. Eddie Yong
“Board”	:	The board of Directors of the Company as at the date of this Circular
“BVI”	:	British Virgin Islands
“Catalist”	:	The Catalist board of the SGX-ST, being the sponsor-supervised listing platform of the SGX-ST
“Catalist Rules”	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as may be amended, modified or supplemented from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 28 April 2017
“Companies Act”	:	The Companies Act, Chapter 50 of Singapore, as amended, modified or re-enacted from time to time
“Company”	:	LHN Limited
“Constitution”	:	The Constitution of the Company, as amended from time to time
“Directors”	:	The directors of the Company as at the date of this Circular
“EGM”	:	The extraordinary general meeting of the Company to be held at 10:00 a.m. on 13 May 2017 at Six Battery Road #10-01, Singapore 049909, for the purposes of considering and if, thought fit, passing with or without modifications, the ordinary resolution for the Proposed Change of Auditors, as set out in the Notice of EGM
“Foo Kon Tan”	:	Foo Kon Tan LLP
“FY2017”	:	The financial year ending 30 September 2017
“Group”	:	The Company and its subsidiaries, collectively

DEFINITIONS

“Latest Practicable Date”	:	18 April 2017, being the latest practicable date prior to the printing of this Circular
“Notice of EGM”	:	The notice of EGM set out on pages N-1 and N-2 of this Circular
“Proposed Change of Auditors”	:	The proposed change of auditors of the Company from Foo Kon Tan to PwC
“PwC”	:	PricewaterhouseCoopers LLP, Singapore
“Securities Account”	:	A securities account maintained by a Depositor with CDP (but does not include a securities sub-account maintained with a Depository Agent)
“SFA”	:	The Securities and Futures Act, Chapter 289 of Singapore, as amended, modified or re-enacted from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	The registered holders of Shares in the register of members of the Company, except where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean the persons named as Depositors in the Depository Register maintained by CDP whose Securities Accounts are credited with those Shares
“Shares”	:	Ordinary shares in the capital of the Company
“Sponsor”	:	PrimePartners Corporate Finance Pte. Ltd.
“Substantial Shareholder”	:	A person who has an interest, directly or indirectly, in five per cent. (5%) or more of the total number of Shares
“Written Statement”	:	Has the meaning ascribed to it in Section 2.1 of this Circular
“%” or “per cent.”	:	Per centum or percentage

The term **“subsidiary”** shall have the meaning ascribed to it in the Companies Act.

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

DEFINITIONS

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA, the Catalist Rules or any modification thereof and not otherwise defined in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, the SFA, the Catalist Rules or such modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day and dates in this Circular shall be a reference to Singapore time and dates, unless otherwise stated.

Any discrepancies between the figures listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

LETTER TO SHAREHOLDERS

LHN LIMITED

(Company Registration Number 201420225D)
(Incorporated in the Republic of Singapore)

Board of Directors

Kelvin Lim	(Executive Chairman and Group Managing Director)
Jess Lim	(Executive Director and Group Deputy Managing Director)
Lee Gee Aik	(Lead Independent Director)
Ch'ng Li-Ling	(Independent Director)
Eddie Yong	(Independent Director)

Registered Office

10 Raeburn Park
#02-18
Singapore 088702

28 April 2017

To: The Shareholders of LHN Limited

Dear Sir/Madam

THE PROPOSED CHANGE OF AUDITORS

1. INTRODUCTION

1.1 Extraordinary General Meeting

The Board refers to the Company's announcement dated 20 April 2017 in relation to the Proposed Change of Auditors and are proposing to convene the EGM to seek Shareholders' approval for the proposed change of auditors of the Company from Foo Kon Tan to PwC.

1.2 Purpose of this Circular

The purpose of this Circular is to provide Shareholders with information relating to the Proposed Change of Auditors and to seek their approval for the Proposed Change of Auditors as set out in the Notice of EGM.

The Sponsor and the SGX-ST assume no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Circular.

2. THE PROPOSED CHANGE OF AUDITORS

2.1 Background and Rationale for the Proposed Change of Auditors

The Company's existing auditors, Foo Kon Tan, had served as the auditors of the Company since the financial year ended 30 September 2015. As disclosed in its announcement dated 20 April 2017, the Company intends to change its auditors from Foo Kon Tan to PwC for FY2017.

Over the years, the Group has been embarking on regional expansion beyond Singapore and has established presence and operations in Indonesia, Thailand and Myanmar. As part of its continuing expansion plans, the Group intends to explore opportunities that are presented to it from time to time in the ASEAN region as well as the North Asia region. In conjunction with the Group's expansion plans, the Company is also exploring possible cross-border corporate transactions that may include fund raising and an additional platform for the listing and

LETTER TO SHAREHOLDERS

quotation of the Company's securities. In light of the foregoing, including the Group's regional presence and ambition, the Board is of the view that it is an appropriate time and in the best interests of the Company and the Shareholders as a whole for the Group to tap on the expertise, experience and resources of an audit firm with extensive regional and international presence. The Proposed Change of Auditors would certainly enable the Company to benefit from fresh perspectives and views of such an audit firm, thereby further enhancing the value of the audit.

Taking into consideration, *inter alia*, the requirements under Rules 712 and 715 of the Catalist Rules and reasons stipulated in Section 2.3 of this Circular, the Board concurs with the Audit Committee that PwC will be able to meet the audit requirements of the Group, and therefore proposes to appoint PwC as auditors of the Company in place of Foo Kon Tan.

In connection with the above, Foo Kon Tan had on 31 March 2017 informed the Company of, *inter alia*, its intention to resign as auditors of the Company and that it would be making an application to ACRA to seek its consent for resignation as auditors of the Company and its Singapore-incorporated subsidiaries. ACRA gave its approval for Foo Kon Tan's resignation as auditors of the Company and its Singapore-incorporated subsidiaries on 17 April 2017.

On 20 April 2017, the Company received a letter from Foo Kon Tan giving notice of its resignation as auditors of the Company and its Singapore-incorporated subsidiaries and stating the reasons for its resignation (the "**Written Statement**"). A copy of the Written Statement is set out in the Appendix to this Circular.

PwC had on 31 March 2017 given its written consent to act as new auditors of the Company and its Singapore-incorporated subsidiaries, subject to approval from Shareholders for the Proposed Change of Auditors being obtained at the EGM.

Pursuant to Rule 712(3) of the Catalist Rules, the Proposed Change of Auditors must be specifically approved by Shareholders in a general meeting. Accordingly, the resignation of Foo Kon Tan will only take effect upon the appointment of PwC, which will be effective upon the approval of Shareholders being obtained at the EGM. Upon such appointment, PwC will hold office until the conclusion of the next annual general meeting of the Company.

Following Shareholders' approval of the Proposed Change of Auditors, PwC will be appointed as auditors of the Company and its Singapore-incorporated subsidiaries, in place of Foo Kon Tan.

The Board wishes to express their appreciation for the services rendered by Foo Kon Tan.

2.2 Information on PwC and the Audit Engagement Partner

With more than 2,500 staff, including over 100 partners, PwC is a leading professional services firm in Singapore. PwC provides a wide range of services to help organisations solve business issues, and identify and maximise opportunities. Globally, PwC has a network of firms in 157 countries with more than 223,000 people. Their highly qualified and experienced professionals, in Singapore and throughout the globe, allow them to provide the support their clients need wherever they may be located.

LETTER TO SHAREHOLDERS

The audit partner in charge of the Company is Mr Lee Chian Yorn. Mr Lee Chian Yorn has over 20 years of experience auditing and advising companies. In his career with PwC, Mr Lee Chian Yorn has gained extensive experience in auditing a diverse base of Singapore and US listed public companies, multinational companies, as well as private companies based in Singapore. He has significant experience and expertise in accounting, financial management, and equity and debt financing, including cross border debt issuance, perpetual bonds and other financing structures. He has also advised on mergers and acquisitions, valuations and complex accounting issues. Past and present audit clients he has served include Genting Singapore PLC, Lum Chang Holdings Ltd, OCBC Properties Group, M&L Hospitality Trusts and Creative Technology Ltd.

For more information on PwC, please visit www.pwc.com/sg.

2.3 Compliance with Rule 712 of the Catalist Rules

The Directors have taken into account the Audit Committee's recommendation and considered various factors including, *inter alia*, the adequacy of the resources and experience of PwC, the audit engagement partner assigned to the audit, the other audit engagements of PwC, the size and complexity of the Group's operations, and the number and experience of supervisory and professional staff assigned to the audit of the Company and the Group, and are of the opinion that PwC will be able to meet the audit requirements of the Group.

In accordance with the requirements of Rule 712(3) of the Catalist Rules:

- (a) Foo Kon Tan has confirmed, by way of its letter dated 31 March 2017, that it is not aware of any professional reasons why PwC should not accept appointment as auditors of the Company;
- (b) the Company confirms that there were no disagreements with Foo Kon Tan on accounting treatments within the last 12 months up to the date of this Circular;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders which is not disclosed in this Circular;
- (d) the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in Section 2.1 above. The Proposed Change of Auditors is not due to the dismissal of Foo Kon Tan; and
- (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of PwC as the new auditors of the Company.

2.4 Compliance with Rule 715 of the Catalist Rules

Following Shareholders' approval of the Proposed Change of Auditors, PwC will become the auditors of the Company in place of Foo Kon Tan.

LETTER TO SHAREHOLDERS

Apart from being appointed as auditors of the Company, PwC is also being appointed as auditors for the Company's Singapore-incorporated subsidiaries, and will be appointed as auditors for the Company's significant associated companies. The Company has no significant foreign-incorporated subsidiaries or associated companies.

3. AUDIT COMMITTEE'S RECOMMENDATION

The Audit Committee has reviewed and deliberated, and after taking into consideration the suitability and independence of PwC to meet the audit requirements of the Group, the various factors set out in Section 2 of this Circular and compliance with the Catalist Rules, has recommended the Proposed Change of Auditors.

4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and Substantial Shareholders in the issued share capital of the Company as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed Interest	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾
Directors				
Kelvin Lim ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	—	—	275,000,000	76.29
Jess Lim ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	—	—	275,000,000	76.29
Lee Gee Aik	—	—	—	—
Ch'ng Li-Ling	—	—	—	—
Eddie Yong	—	—	—	—
Substantial Shareholders (other than Directors)				
Trident Trust Company (B.V.I.) Limited ⁽³⁾	—	—	275,000,000	76.29
LHN Capital Pte. Ltd. ⁽⁴⁾	—	—	275,000,000	76.29
HN Capital Ltd. ⁽⁵⁾	—	—	275,000,000	76.29
Hean Nerng Group Pte. Ltd. ⁽⁶⁾	275,000,000	76.29	—	—
Lim Hean Nerng ⁽⁶⁾	—	—	275,000,000	76.29
Foo Siau Foon ⁽⁶⁾	—	—	275,000,000	76.29
Lim Yun En ⁽⁶⁾	—	—	275,000,000	76.29
Lim Wei Yong Matthew ⁽⁶⁾	—	—	275,000,000	76.29
Lim Wei Yee ⁽⁶⁾	—	—	275,000,000	76.29
Lin Weichen ⁽⁶⁾	—	—	275,000,000	76.29
Lim Wei Kheng (Lin Weiqing) ⁽⁶⁾	—	—	275,000,000	76.29

Notes:

- (1) Based on 360,445,400 Shares (excluding 1,411,800 treasury shares) as at the Latest Practicable Date.
- (2) Kelvin Lim and Jess Lim are siblings. They are therefore deemed interested in each other's interests in the Shares of the Company.

LETTER TO SHAREHOLDERS

- (3) Trident Trust Company (B.V.I.) Limited, a licensed trust company incorporated in BVI, holds the entire issued and paid-up share capital in LHN Capital Pte. Ltd. as trustee of The Land Banking Trust in BVI. LHN Capital Pte. Ltd., a company incorporated in Singapore, is the trustee of The LHN Capital Trust in Singapore. LHN Capital Pte. Ltd. holds the entire issued and paid-up share capital in HN Capital Ltd., a company incorporated in BVI. The Land Banking Trust is a discretionary purpose trust with the principal purpose of (a) promoting the operation of the businesses owned directly or indirectly by LHN Capital Pte. Ltd. ("**LHN Capital Business**"); and (b) to enable the operation of the LHN Capital Business in accordance with the terms of the business plan. Accordingly, there are no beneficiaries to The Land Banking Trust. The LHN Capital Trust is a discretionary irrevocable trust which the trustee, LHN Capital Pte. Ltd., has all powers in relation to the property comprised in The LHN Capital Trust as the legal owner of such property, subject to any express restrictions contained in The LHN Capital Trust. The beneficial owners of the property in the trust fund are the beneficiaries of The LHN Capital Trust which comprise Lim Hean Nerng, Foo Siau Foon, Kelvin Lim and Kelvin Lim's direct lineal issues (namely, Lim Yun En, Lim Wei Yong Matthew, Lim Wei Yee, Lin Weichen and Lim Wei Kheng (Lin Weiqing)) ("**LHN Capital Trust Beneficiaries**"). Trident Trust Company (Singapore) Pte. Limited is the trust administrator of The LHN Capital Trust.

HN Capital Ltd., Jess Lim and Kelvin Lim hold 85.0%, 10.0% and 5.0% respectively of the entire issued and paid-up share capital in Hean Nerng Group Pte. Ltd.. Kelvin Lim and Jess Lim are also directors of Hean Nerng Group Pte. Ltd..

As Trident Trust Company (B.V.I.) Limited and its associates, namely LHN Capital Pte. Ltd. and HN Capital Ltd., are entitled to exercise control of not less than 20.0% of the votes attached to the voting shares in Hean Nerng Group Pte. Ltd., Trident Trust Company (B.V.I.) Limited is deemed to have an interest in the issued and paid-up share capital of the Company held by Hean Nerng Group Pte. Ltd..

- (4) Kelvin Lim and Jess Lim are directors of LHN Capital Pte. Ltd. In connection with footnote (3) above, as LHN Capital Pte. Ltd. and its associate, namely HN Capital Ltd. are entitled to exercise control of not less than 20.0% of the votes attached to the voting shares in Hean Nerng Group Pte. Ltd., LHN Capital Pte. Ltd. is deemed to have an interest in the issued and paid-up share capital of the Company held by Hean Nerng Group Pte. Ltd..
- (5) Kelvin Lim and Jess Lim are directors of HN Capital Ltd. In connection with footnote (3) above, as HN Capital Ltd. is entitled to exercise control of not less than 20.0% of the votes attached to the voting shares in Hean Nerng Group Pte. Ltd., HN Capital Ltd. is deemed to have an interest in the issued and paid-up share capital of the Company held by Hean Nerng Group Pte. Ltd..
- (6) Section 4(3) of the SFA provides that "where any property held in trust consists of or includes securities and a person knows, or has reasonable grounds for believing, that he has an interest under the trust, he shall be deemed to have an interest in those securities". In connection with footnote (3) above and pursuant to Section 4(3) of the SFA, The LHN Capital Trust Beneficiaries are deemed to have an interest in the issued and paid-up share capital of the Company held by Hean Nerng Group Pte. Ltd..

Notwithstanding that each of Lim Hean Nerng, Foo Siau Foon and Kelvin Lim's direct lineal issues (namely, Lim Yun En, Lim Wei Yong Matthew, Lim Wei Yee, Lin Weichen and Lim Wei Kheng (Lin Weiqing)), being a beneficiary of The LHN Capital Trust, is deemed to be interested in 15.0% or more of the voting shares of the Company, each of them only receives an economic benefit under The LHN Capital Trust but has no control over the property comprised in The LHN Capital Trust and also does not, in fact, have any voting rights in or exercise control over the Company. Pursuant to the Fourth Schedule of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore ("**SFR**"), a controlling shareholder in relation to a corporation means (a) a person who has an interest in the voting shares of the corporation and who exercises control over the corporation; or (b) a person who has an interest in the voting shares of the corporation of an aggregate of not less than 30.0% of the total votes attached to all voting shares in the corporation, unless he does not exercise control over the corporation. Accordingly, it is not meaningful to consider them as controlling shareholders of the Company within the meaning of the Fourth Schedule of the SFR.

However, as Lim Hean Nerng was one of the initial founders of the Group and is deemed to be interested in 15.0% or more of the voting shares of the Company through The LHN Capital Trust, as disclosed in the Company's offer document dated 1 April 2015, he is considered to be a controlling shareholder.

However, Foo Siau Foon and each of Kelvin Lim's direct lineal issues are considered Substantial Shareholders of the Company because they are deemed interested in the Shares held by Hean Nerng Group Pte. Ltd., being not less than 5.0% of the total votes attached to all the voting shares of the Company.

However, Kelvin Lim, a beneficiary of The LHN Capital Trust, is also a director of LHN Capital Pte. Ltd., HN Capital Ltd., Hean Nerng Group Pte. Ltd. and the Company. Accordingly, he is deemed to be able to exercise control over the Company and is deemed to be a controlling shareholder of the Company.

Jess Lim is Kelvin Lim's sibling and is also a director of LHN Capital Pte. Ltd., HN Capital Ltd., Hean Nerng Group Pte. Ltd. and the Company. Accordingly, she is deemed to be able to exercise control over the Company and is deemed to be a controlling shareholder of the Company.

LETTER TO SHAREHOLDERS

None of the Directors or Substantial Shareholders (other than in his/her capacity as a Director or Shareholder), as well as their respective associates, has any interest, direct or indirect, in the Proposed Change of Auditors.

5. DIRECTORS' RECOMMENDATION

The Directors, having considered the rationale and benefits of the Proposed Change of Auditors and the Audit Committee's recommendation, are of the opinion that the Proposed Change of Auditors is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of the ordinary resolution in respect of the Proposed Change of Auditors at the EGM.

6. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 and N-2 of this Circular, will be held at 10:00 a.m. on 13 May 2017 at Six Battery Road #10-01, Singapore 049909, for the purpose of considering, and if thought fit, passing with or without any modifications, the ordinary resolution in respect of the Proposed Change of Auditors as set out in the Notice of EGM.

7. ACTIONS TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote at the EGM on their behalf should complete, sign and return the proxy form attached to this Circular in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at 10 Raeburn Park, #02-18, Singapore 088702 not later than 48 hours before the time fixed for the EGM. The completion and return of the proxy form by a Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes.

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least 72 hours before the EGM.

Shareholders of the Company and other investors are advised to exercise caution when dealing in the shares of the Company, and to refrain from taking any action which may be prejudicial to their interests. In the event of any doubt, Shareholders and other investors should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

LETTER TO SHAREHOLDERS

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 10 Raeburn Park, #02-18, Singapore 088702, during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the Constitution of the Company;
- (b) the annual report of the Company for the financial year ended 30 September 2016;
- (c) the letter from ACRA dated 17 April 2017 approving Foo Kon Tan's resignation as auditors of the Company;
- (d) the Written Statement from Foo Kon Tan dated 20 April 2017;
- (e) the professional clearance letter issued by Foo Kon Tan to PwC dated 31 March 2017; and
- (f) PwC's letter to the Company dated 31 March 2017 in respect of its consent to act as auditors of the Company.

Yours faithfully
For and on behalf of the Board of Directors of
LHN LIMITED

Kelvin Lim
Executive Chairman and Group Managing Director

APPENDIX – WRITTEN STATEMENT



Foo Kon Tan LLP • 24 Raffles Place #07-03 Clifford Centre • Singapore 048621
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Our Ref: L269/TTH/HQS/IST

20 April 2017

The Board of Directors
LHN Limited
10 Raeburn Park
#02-18
Singapore 088702

Dear Sirs

RESIGNATION AS AUDITORS

We give formal notice of our intention to resign as auditors in accordance with Section 205AB of the Companies Act, Cap. 50. for LHN Limited and the companies listed in Appendix 1.

We have applied to the Accounting and Corporate Regulatory Authority (“ACRA”) for consent to our resignation and have received ACRA’s approval on 17 April 2017.

Our resignation is as a result of the Company’s decision to discontinue Foo Kon Tan LLP as the Company’s view that a change in auditors could bring new perspective for the Company due to the Group’s regional expansion beyond Singapore and South East Asia.

Please note that pursuant to Rule 712(3) of the Listing Manual, our resignation is subject to the approval of shareholders at an extraordinary general meeting of the Company.

We thank you for your support in the past and look forward to be of service again in the future should that opportunity arise.

Yours faithfully

Foo Kon Tan LLP

Chartered Accountants of Singapore

Foo Kon Tan LLP (UEN: T10LL0002B) is an accounting limited liability partnership registered in Singapore under the Limited Liability Partnerships Act (Chapter 163A).

Foo Kon Tan LLP is a principal member of **HLB** International. A world-wide network of independent accounting firms and business advisers

APPENDIX – WRITTEN STATEMENT



LHN LIMITED AND ITS SUBSIDIARIES

Appendix 1

1. Chua Eng Chong Holdings Pte. Ltd.
2. GREENHUB Suited Offices Pte. Ltd.
3. Greenhub Ventures Pte. Ltd.
4. Hean Nerng Corporation Pte. Ltd.
5. Hean Nerng Facilities Management Pte. Ltd.
6. Hean Nerng Logistics Pte. Ltd.
7. Industrial and Commercial Facilities Management Pte. Ltd.
8. Industrial and Commercial Security Pte. Ltd.
9. LHN Automobile Pte. Ltd.
10. LHN Facilities Management Pte. Ltd.
11. LHN Group (China) Asset Management Pte. Ltd. (formerly known as 2IN1 Space Pte. Ltd.)
12. LHN Group Pte. Ltd.
13. LHN Industrial Space Pte. Ltd.
14. LHN Management Services Pte. Ltd.
15. LHN Parking (GMT) Pte. Ltd.
16. LHN Parking Pte. Ltd.
17. LHN Properties Investments Pte. Ltd.
18. LHN Residence Pte. Ltd.
19. LHN Space Resources Pte. Ltd.
20. Pickjunction Pte. Ltd.
21. Soon Wing Investments Pte. Ltd.
22. Work Plus Store Pte. Ltd.
23. HLA Container Services Pte. Ltd.
24. HLA Holdings Pte. Ltd.
25. Singapore Handicrafts (2012) Pte. Ltd.
26. Singapore Handicrafts Pte. Ltd.
27. Competent Builders Pte. Ltd.

NOTICE OF EXTRAORDINARY GENERAL MEETING

LHN LIMITED

(Company Registration Number 201420225D)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of LHN Limited (the “**Company**”) will be held at 10:00 a.m. on 13 May 2017 at Six Battery Road #10-01, Singapore 049909 for the purpose of considering and, if thought fit, passing with or without modifications the following ordinary resolution:

*All capitalised terms in this notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 28 April 2017 (the “**Circular**”).*

ORDINARY RESOLUTION

THE PROPOSED CHANGE OF AUDITORS

THAT:

- (a) approval be and is hereby given for the appointment of PricewaterhouseCoopers LLP, Singapore (“**PwC**”) as auditors of the Company in place of Foo Kon Tan LLP (“**Foo Kon Tan**”), with effect from the date of approval of this resolution by shareholders of the Company, and to hold office until the conclusion of the next annual general meeting of the Company at a remuneration and on such terms to be agreed between the Directors of the Company and PwC; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution.

Notes to the Resolution:

- (1) Foo Kon Tan has confirmed by way of its letter dated 31 March 2017 that it is not aware of any professional reasons why PwC should not accept appointment as the new auditors of the Company.
- (2) The Company confirms that there were no disagreements with Foo Kon Tan on accounting treatments within the last 12 months up to the date of this Notice of Extraordinary General Meeting.
- (3) The Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in the Circular.
- (4) The Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in Section 2.1 of the Circular. The Proposed Change of Auditors is not due to the dismissal of Foo Kon Tan.
- (5) The Company confirms that it is in compliance with Rules 712 and 715 of the Catalyst Rules in relation to the appointment of PwC as the new auditors of the Company.

By Order of the Board

Kelvin Lim
Executive Chairman and Group Managing Director
28 April 2017

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Extraordinary General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act, Chapter 50 of Singapore.
2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 10 Raeburn Park, #02-18, Singapore 088702 not less than 48 hours before the time appointed for holding the Extraordinary General Meeting.
4. Completion and return of the instrument appointing a proxy or proxies by a member shall not preclude him from attending and voting at the Extraordinary General Meeting if he so wishes. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Extraordinary General Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Extraordinary General Meeting.
5. The instrument appointing a proxy or proxies must be signed by the appointor or his 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.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary 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 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) 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.

PROXY FORM

LHN LIMITED

(Company Registration Number 201420225D)
(Incorporated in the Republic of Singapore)

PROXY FORM EXTRAORDINARY GENERAL MEETING

I/We*, _____ (Name)
_____, (NRIC/Passport/Co. Reg. No.)
of _____ (Address)
being a member/members* of LHN Limited (the “Company”), hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of shareholdings	
			No. of Shares	%

and/or*

Name	Address	NRIC/Passport No.	Proportion of shareholdings	
			No. of Shares	%

or failing him/them*, the Chairman of the Extraordinary General Meeting (“EGM”) of the Company, as my/our* proxy/proxies* to attend, speak and vote for me/us* on my/our* behalf at the EGM to be held at 10:00 a.m. on 13 May 2017 at Six Battery Road #10-01, Singapore 049909, and at any adjournment thereof.

I/We* direct my/our proxy/proxies* to vote for or against the resolution to be proposed at the EGM as indicated hereunder. In the absence of specific directions, the proxy/proxies* may vote or abstain from voting at his/their* discretion, as he/they* may on any other matter arising at the EGM.

☐ Please tick here if more than two proxies will be appointed. This is only applicable for relevant intermediaries (please refer to Note 2).

Ordinary Resolution	For [#]	Against [#]
The Proposed Change of Auditors		

[#] Voting will be conducted by poll. If you wish to exercise all your votes “For” or “Against” the resolution, please tick (✓) within the relevant box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2017

Total Number of Shares Held	
(a) CDP Register	
(b) Register of Members	

Signature(s) of Member(s)/
Common Seal of Corporate Shareholder

*Delete where applicable

IMPORTANT: PLEASE READ NOTES OVERLEAF

PROXY FORM

Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
 2.
 - (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, such member shall submit a list of its proxies together with the information required in this proxy form to the Company.
- "relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act, Chapter 50 of Singapore.
3. A proxy need not be a member of the Company.
 4. Where a member appoints more than one proxy, the member must specify the proportion of shareholdings to be represented by each proxy. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry 100% of the shareholdings of his/her appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.
 5. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 10 Raeburn Park, #02-18, Singapore 088702 not less than 48 hours before the time appointed for holding the EGM.
 6. Completion and return of the instrument appointing a proxy or proxies by a member shall not preclude him from attending and voting at the EGM if he so wishes. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the EGM.
 7. The instrument appointing a proxy or proxies must be signed by the appointor or his 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. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM.
 8. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

GENERAL:

The Company shall be entitled to reject an instrument of proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY:

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 EGM dated 28 April 2017.

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