



HLH GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199905292D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the shareholders (the **"Shareholders"**) of HLH GROUP LIMITED (the **"Company"**) will be held at D'Kranji Farm Resort, 10 Neo Tiew Lane 2, Singapore 718813 on 20 April 2015 at 11:00 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10:00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following Ordinary Resolutions:

*Please note that unless otherwise defined, all capitalized terms used in this Notice bear the same meanings as ascribed to them in the Company's circular to Shareholders (copies of which have been despatched to Shareholders) dated 2 April 2015 (the **"Circular"**).*

AS ORDINARY RESOLUTIONS

1. PROPOSED SHARE CONSOLIDATION

THAT:

- (a) the proposed consolidation of every twenty (20) Shares as at the Books Closure Date, into one (1) Consolidated Share be and is hereby approved;
- (b) any fractions of Consolidated Shares arising from the proposed Share Consolidation shall be disregarded. All fractional entitlements arising from the implementation of the proposed Share Consolidation shall be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (i) disregarding, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company;
- (c) the Directors be and are hereby authorized to fix the Books Closure Date and the Effective Trading Date in their absolute discretion as they deem fit; and
- (d) the Directors of the Company and/or any of them be and are/is hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, desirable or expedient to give effect to the transactions contemplated and/or authorised by this Resolution and implement any of the foregoing as they think fit and in the interests of the Company.

2. THE PROPOSED CHANGE IN RISK PROFILE IN THE FURTHER EXPANSION OF THE GEOGRAPHICAL SCOPE OF THE EXISTING REAL ESTATE DEVELOPMENT BUSINESS

THAT:

- (a) approval be and is hereby given to the Company and its subsidiaries (the **"Group"**) to geographically extend the scope of the Group's Existing Real Estate Development Business (as defined in the Circular) which includes, *inter alia*, real estate development, construction and the provision of a suite of specialised complementary competencies, to other countries outside of Singapore with a focus on Cambodia, Myanmar, Indonesia, India, Japan, Australia, Europe and the United States of America; and
- (b) the Directors and each of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

3. THE PROPOSED SHARE CAPITAL RESTRUCTURING

THAT:

- (a) the paid-up share capital of the Company be restructured by way of a reduction of the sum of S\$28,528,762 as at a date to be determined by the Directors, such that the said amount be utilized towards the elimination of the Company's accumulated losses; and
- (b) the Directors and each of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

BY ORDER OF THE BOARD

Dato' Dr. Ong Bee Huat
Executive Deputy Chairman

2 April 2015