**KIAN HO BEARINGS LTD**
(Incorporated in the Republic of Singapore)
(Company Registration No. 197302030N)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("**EGM**") of Kian Ho Bearings Ltd (the "**Company**") will be held at 5 Changi South Street 3, Singapore 486117 on Monday, 8 December 2014 at 10.00 am for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions set out below.

All capitalised terms in this Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the circular to shareholders of the Company dated 12 November 2014 (the "**Circular**").

**ORDINARY RESOLUTION 1: THE PROPOSED EXPANSION OF THE CURRENT CORE BUSINESS OF THE GROUP TO INCLUDE PROPERTY INVESTMENT AND PROPERTY DEVELOPMENT AS ADDITIONAL CORE BUSINESSES**

That:

(a) the expansion of the Group's Current Core Business to include Property Investment and Property Development as additional core businesses be and is hereby approved; and

(b) the Directors and any of them be and are hereby authorised and empowered to approve, complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the Proposed Expansion, this resolution and the transactions contemplated by the Proposed Expansion and/or authorised by this resolution.

**ORDINARY RESOLUTION 2: THE PROPOSED ACQUISITION OF THE PROPERTIES BY THE COMPANY, THROUGH ITS WHOLLY-OWNED SUBSIDIARIES, AS A MAJOR TRANSACTION**

That:

(a) approval be and is hereby given for the purposes of Chapter 10 of the Listing Manual to Raffles Land & Investments Pte Ltd, a wholly-owned subsidiary of the Company, to purchase the property known as 1, Sophia Road #01-01/02/03/04/05/06/07/08 Singapore 228149 from the Vendor, for a consideration of S$9,268,000, on the terms and subject to the conditions of the option agreement granted by the Vendor on 10 October 2014 ("**Option Agreement A**"), and the transactions related thereto under Option Agreement A ("**Proposed Acquisition A**");

(b) approval be and is hereby given for the purposes of Chapter 10 of the Listing Manual to Raffles Majestic Realty Pte Ltd, a wholly-owned subsidiary of the Company, to purchase the property known as 1, Sophia Road #02-01 and #02-02 Singapore 228149 from the Vendor, for a consideration of S$6,000,000, on the terms and subject to the conditions of the option agreement granted by the Vendor on 10 October 2014 ("**Option Agreement B**"), and the transactions related thereto under Option Agreement B ("**Proposed Acquisition B**");

(c) in this resolution, the Proposed Acquisition A and Proposed Acquisition B are collectively referred to as the "**Proposed Acquisition**"; and

(d) the Directors and any of them be and are hereby authorised and empowered to approve, complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as he or they may consider expedient, desirable or necessary or in the interests of the Company to give effect to the Proposed Acquisition, this resolution and the transactions contemplated by the Proposed Acquisition and/or authorised by this resolution.

**SPECIAL RESOLUTION 3: THE PROPOSED CHANGE OF NAME OF THE COMPANY TO "RAFFLES UNITED HOLDINGS LTD"**

That:

(a) the change of name of the Company from "Kian Ho Bearings Ltd" to "Raffles United Holdings Ltd" be and is hereby approved; and

(b) the Directors and any of them be and are hereby authorised and empowered to approve, complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the Proposed Change of Name, this resolution and the transactions contemplated by the Proposed Change of Name and/or authorised by this resolution.

**SPECIAL RESOLUTION 4: THE PROPOSED ALTERATIONS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

That:

(a) the proposed alterations to the Articles as set out in Section 5 of the Circular be and is hereby approved; and

(b) the Directors and any of them be and are hereby authorised and empowered to approve, complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the proposed alterations to the Articles, this resolution and the transactions contemplated by the proposed alterations to the Articles and/or authorised by this resolution.

By Order of the Board
YEO WEE KIONG
Chairman

**Kian Ho Bearings Ltd**

12 November 2014

**Notes:**

(1) A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or two proxies to attend and vote in his stead. A proxy need not be a member of the Company.

(2) A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.

(3) The instrument appointing a proxy or proxies must be under the hand of the appointer 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 its attorney or a duly authorised officer.

(4) The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 5 Changi South Street 3, Singapore 486117, not less than 48 hours before the time set for the EGM.